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N49760

Adventist Health System Sunbelt
Health Care Corporation
2400 Bedford Road, Orlando, Florida 32803-1489 (407) 897-1919

July 1, 1992

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: **FLORIDA HOSPITAL/WATERMAN, INC.**

Dear Sir:

Enclosed please find the Articles of Incorporation for Florida Hospital/Waterman, Inc. together with our check in the amount of $122.50, which we understand is the filing fee for filing the enclosed document.

It is our understanding that you will return to our attention the recorded document.

Thank you for your assistance.

Sincerely,

T. L. Trimble
Vice President, Legal Services

ma

Enclosures (2)

FILED
1992 JUL -2 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N49760

R48280
DMC
7/8/92

EFFECTIVE DATE
7-1-92

g:\legal\waterman\secstate.fhw

APR 20 1992

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

April 15, 1992

ADVENTIST HEALTH SYSTEM SUNBELT
ATTN: T.L. TRIMBLE
2400 BEDFORD ROAD
ORLANDO, FL 32803-1489

The name reservation for FLORIDA HOSPITAL/WATERMAN, INC. has been reserved for 120 days beginning April 15, 1992. The reservation number is R48280 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only the withholding of a name from its availability for use by another. When the proposed document is submitted, the name will be AGAIN checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the corporate name.

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904)488-9000, the Name Availability Section.

JODIE KREBS
Division of Corporations

ARTICLES OF INCORPORATION
of
FLORIDA HOSPITAL/WATERMAN, INC.

FILED
1992 JUL -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name

The name of this corporation is FLORIDA HOSPITAL/WATERMAN, INC.

ARTICLE II
Corporate Nature

EFFECTIVE DATE
7-1-92

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

ARTICLE III
Duration

The term of existence of the corporation shall commence on July 1, 1992, and shall continue thereafter in perpetuity.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

SECTION 4.1 The specific and primary purpose is to further by all proper and legitimate agencies and means a better knowledge of the laws of life and true hygiene, the relief of suffering, and the prevention and cure of disease, in furtherance of the health ministry of the Seventh-day Adventist Church. This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

SECTION 4.2 The general purposes and powers are:

a. To establish, own, lease, manage and operate medical institutions, health maintenance organizations, fitness centers, nursing homes, retirement homes, professional office buildings, preferred provider organizations, diagnostic centers, ambulatory surgical centers, home health agencies, and other enterprises related to the providing of health care;

b. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise, and to sell and convert property, both real and personal, into cash;

c. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate or encumber, and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

d. To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;

e. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

f. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit of amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;

g. To use the assets of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed and, without limiting the generality of the foregoing, for aid and assistance to and the benefit of Adventist Health System/Sunbelt Health Care Corporation, a Florida not-for-profit corporation, so long as such corporation remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

h. To do all things necessary, expedient or appropriate to the accomplishment of any of the objectives and purposes for which this corporation is formed; and

i. To operate exclusively and in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

Notwithstanding any of the above statements, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 4.1 of this Article IV.

ARTICLE V
Management of Corporate Affairs

SECTION 5.1 Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors comprised of thirteen (13) individuals. Each director shall have one (1) vote. Members of the Board of Directors shall be elected by the membership of this corporation. The membership shall determine, consistent with the classifications and criteria set forth below, the percentage of the governing body who will be representatives of denominational constituencies, boards, or executive committees listed in the Seventh-day Adventist Yearbook.

The Board of Directors shall include four (4) Ex Officio voting members who shall be those individuals who hold from time to time the following positions (and only so long as they retain the office giving rise to their appointment): chief of the medical staff of the Hospital, an individual nominated by the Board of Trustees of Waterman Memorial Hospital Association, Inc. d/b/a Waterman Foundation ("Foundation"), the president of Florida Hospital, and the president of the Auxiliary of Florida Hospital/Waterman, Inc.

Of the remaining nine (9) directorships appointed by the membership, three (3) shall be selected from the medical staff of Florida Hospital/Waterman, three (3) shall be residents of Lake County, Florida, and three (3) shall not be subject to any constituency designation. The Foundation shall have a right to veto five (5) of the six (6) non-Ex Officio Board appointments made by the memb ship from either the medical staff or residents of Lake County, Florida, during any four (4) year period.

In addition to any other qualification contained herein or specified in the corporate bylaws, the members of the Board of Directors shall meet the following qualifications:

a. Not less than a majority of the members of the Board of Directors shall be residents of Lake County, Florida; and

b. A majority of the members of the Board of Directors shall neither be employees of Adventist Health System/Sunbelt Health Care Corporation nor any of its controlled affiliates.

Until the first organizational meeting of the Board of Directors, the following three individuals shall constitute the initial Board of Directors of Florida Hospital/Waterman, Inc.:

Board Member	Address
Mardian J. Blair	1132 Dorchester Street Orlando, Florida 32803
Thomas L. Werner	1154 Howell Creek Drive Winter Springs, FL 32708
Calvin W. Wiese	1266 Timberland Trail Altamonte Springs, FL 32714

SECTION 5.2 Officers. The membership shall elect the following officers of the Board of Directors: chairman, vice chairman, secretary, and the following corporate officers: president, vice president, secretary, and treasurer. The Board may appoint such other officers as the bylaws of this corporation may authorize from time to time. Initially, such officers shall be

elected at the first annual meeting of the membership.

ARTICLE VI
Earnings and Activities of Corporation

SECTION 6.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

SECTION 6.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

SECTION 6.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 6.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
Distribution of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to private individuals, and it is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes, and no part of the profits and net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to Adventist Health System/Sunbelt Health Care Corporation, a Florida not-for-profit corporation, provided that Adventist Health System/Sunbelt Health Care Corporation remains a corporation organized and operated exclusively for charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the event Adventist Health System/Sunbelt Health Care Corporation shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event the Southern Union

Conference of Seventh-day Adventists is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VIII
Membership

The corporation shall have one (1) class of members. Each member shall be entitled to one (1) vote. The member shall be Adventist Health System/Sunbelt Health Care Corporation, a Florida nonprofit corporation with its principal place of business located at 2400 Bedford Road, Orlando, Florida 32803.

This corporation shall be a subordinate organization of Adventist Health System/Sunbelt Health Care Corporation.

ARTICLE IX
Subscribers

The name and residence address of the subscriber of this corporation is as follows:

Name	Address
Tamara L. Trimble	450 Golf Brook Lake, #206 Longwood, FL 32779

ARTICLE X
Amendment of Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by following the procedure set forth in the bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 2400 Bedford Road, Orlando, Florida 32803, and the name of its registered agent at said address shall be Tamara L. Trimble.

ARTICLE XIII
Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the membership for its vote.

The member may not unilaterally amend Articles I, V, VIII, X, or XIII of these Articles of Incorporation until the earlier to occur of (i) the seventh annual anniversary date of this corporation's purchase of the assets of Waterman Medical Center, Inc., known as Waterman Medical Center (the "Hospit..."); (ii) this corporation's sale or transfer of control of the Hospital; or (iii) the date construction of a replacement facility for the Hospital is initiated.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 1st day of July, 1992, and having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501 of the Florida Statutes, as amended.

Tamara L. Trimble, Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Tamara L. Trimble, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of July, 1992.

Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
COMMISSION NUMBER
CC [illegible]
MY COMMISSION EXP
MAR. 23,1996

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063092

File Now. Filing Fee after May 1 is $[illegible].00

CORPORATION ANNUAL REPORT 1993

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

FILED

1. Name and Mailing Address of Corporation DOCUMENT # N49780 (4)

FLORIDA HOSPITAL/WATERMAN, INC.
2400 BEDFORD RD
ORLANDO FL 32803-1418

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/01/1992	3a. Date of Last Report: 10/22/1992
4. FEI Number: 59-3140669	Applied For / Not Applicable

FILING FEE	ANNUAL REPORT $61.25 + $138.75 CORPORATION SUPPLEMENTAL FEE
$200.00	MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

2. Mailing Address
Suite, Apt. #, etc.
City & State
Zip / Country

2a. Principal Place of Business
Suite, Apt. #, etc.
City & State
Zip / Country

5. Certificate of Status Desired

6. Election Campaign Financing Trust Fund Contribution — $5.00 May Be Added to Fees

7. Nonprofit with IRS 501(c)(3) Tax Exempt Status — $138.75 Supplemental Fee Not Required

8. Yes / No

9. Name and Address of Current Registered Agent

TRIMBLE, TAMARA L.
2400 BEDFORD ROAD
ORLANDO FL 32803

10. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
City — FL — Zip Code — Country

11. Signature — Date

12. OFFICERS AND DIRECTORS

- D
  BLAIR, MARDIAN J.
  1132 DORCHESTER ST.
  ORLANDO FL
- D
  WERNER, THOMAS L.
  1154 HOWELL CREEK DR.
  WINTER SPRINGS FL
- D
  WIESE, CALVIN W.
  1808 TIMBELAND TRAIL
  ALTAMONTE SPGS. FL

13. OFFICERS AND DIRECTORS CHANGES

- D/VP
- D/P
- D/S/T
- AS
  BLOCK, L. MARK
  1630 Crescent Road
  Longwood, FL 32750

14.

SIGNATURE *Calvin W. Wiese* — 2 15 93

Calvin W. Wiese — Director/Secretary-Treas. — (407) 897-1919

DOCUMENT #

(4)

DO NOT WRITE IN THIS SPACE

If above addresses are incorrect in any way, line through incorrect information and enter corrections below

Mailing Address	Principal Place of Business
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip / Country	Zip / Country

8. Name and Address of Current Registered Agent

TRIMBLE, TAMARA L
[illegible] BEDFORD ROAD
ORLANDO FL [illegible]

10. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
City FL Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505 or 617.0505, Florida Statutes.

SIGNATURE ________________________ DATE ______________

12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	~~DIRP~~	1.1 TITLE	P
1.2 NAME	~~[illegible]~~	1.2 NAME	THOMPSON, ROYCE C.
1.3 STREET ADDRESS	~~[illegible]~~	1.3 STREET ADDRESS	201 NORTH EUSTIS STREET
1.4 CITY-ST-ZIP	~~[illegible]~~	1.4 CITY-ST-ZIP	EUSTIS, FL 32726
2.1 TITLE	DP	2.1 TITLE	
2.2 NAME	WERNER, THOMAS L	2.2 NAME	
2.3 STREET ADDRESS	1180 HOWELL CREEK DR.	2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	WINTER SPRINGS FL	2.4 CITY-ST-ZIP	
3.1 TITLE	DVST	3.1 TITLE	
3.2 NAME	[illegible], CALVIN W.	3.2 NAME	
3.3 STREET ADDRESS	[illegible] TRAIL	3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	ALTAMONTE SPGS. FL	3.4 CITY-ST-ZIP	
4.1 TITLE	S	4.1 TITLE	
4.2 NAME	BLOCK MARK L	4.2 NAME	
4.3 STREET ADDRESS	1890 CRESCENT ROAD	4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	LONGWOOD FL 32750	4.4 CITY-ST-ZIP	
5.1 TITLE		5.1 TITLE	
5.2 NAME		5.2 NAME	
5.3 STREET ADDRESS		5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP		5.4 CITY-ST-ZIP	
6.1 TITLE		6.1 TITLE	
6.2 NAME		6.2 NAME	
6.3 STREET ADDRESS		6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I have fulfilled all obligations concerning unclaimed property imposed by Chapter 717, Florida Statutes; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] ASSISTANT SECRETARY 2/11/94 407-897-[illegible]9

N49760

Federal Express

HEALTH SYSTEM
SUNBELT
HEALTHCARE CORPORATION

111 North Orlando Avenue
Winter Park, FL 32789-3675
407 647 4400

October 23, 1996

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

100001986491--6
-10/25/96--01036--014
*****87.50 *****87.50

Re: ***ARTICLES OF AMENDMENT***
FLORIDA HOSPITAL WATERMAN, INC.

Dear Madam:

Please find enclosed the Articles of Amendment together with our check in the amount of $87.50 which we understand is the filing fee for recording the Articles of Amendment (i.e., $35.00) and obtaining a certified copy (i.e., $52.50) of the Articles of Incorporation as amended (i.e., the certified copy should include the enclosure).

If at all possible, we would appreciate your returning the requested document to our attention by using the enclosed Federal Express airbill.

Should you have any questions, please do not hesitate to contact the undersigned.

FILED
96 OCT 25 AM 9 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

T. L. Trimble
Vice President, Legal Services

ak
Enclosures (3)
l:\legal\waterman\amd831e.doc

T.L. Trimble authorized to correct name of corp.
amend. name change
NFJ 11-6-96

FILED

96 OCT 24 AM 9 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FLORIDA HOSPITAL/WATERMAN, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Florida Hospital/Waterman, Inc.

2. The Articles of Incorporation of Florida Hospital/Waterman, Inc. shall be amended as follows:

   A. Article I "Corporate Name" shall be amended to read:

      The name of this corporation is Florida Hospital Waterman, Inc.

   B. Article V ("Management of Corporate Affairs"), Section 5.1 ("Board of Directors") is deleted in its entirety and the following inserted in lieu hereof:

      Section 5.1 Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors comprised of not more than seven (7) individuals. Each director shall have one (1) vote. Members of the Board of Directors shall be elected by the membership of this corporation in conformance with North American Division Working Policy C-47 as it may be modified from time to time.

   C. Article V ("Management of Corporate Affairs") is amended by adding a new Section 5.2 entitled ("Hospital Division Board") and a new Section 5.3 ("FHWAS Division Board") and renumbering current Section 5.2 to read, Section 5.4:

      5.2 Hospital Division Board. In addition to the Board of Directors, the Membership shall appoint a hospital governing body to oversee the operations of Florida Hospital Waterman. Each member of the

Hospital Division Board shall have one vote. The membership shall determine, consistent with the classifications and criteria set forth below, the percentage of the Hospital Division Board who will be representatives of denominational constituencies, boards or executive committees listed in *Seventh-day Adventist Yearbook*.

The Hospital Division Board shall include four (4) Ex Officio voting members who shall be those individuals who hold from time to time the following positions (and only so long as they retain the office giving rise to their appointment): chief of the medical staff of the Hospital, an individual nominated by the Board of Trustees of Waterman Memorial Hospital Association, Inc. d/b/a Waterman Foundation ("Foundation"), the president of Florida Hospital, and the president of the Auxiliary of Florida Hospital Waterman, Inc.

Of the remaining nine (9) directorships appointed by the Membership, three (3) shall be selected from the medical staff of Florida Hospital Waterman, three (3) shall be residents of Lake County, Florida, and three (3) shall not be subject to any constituency designation. The Foundation shall have a right to veto five (5) of the six (6) non-Ex Officio Board appointments made by the Membership from either the medical staff or residents of Lake County, Florida, during any four (4) year period.

In addition to any other qualification contained herein or specified in the corporate bylaws, the members of the Hospital Division Board shall meet the following qualifications:

a. Not less than a majority of the members of the Hospital Division Board shall be residents of Lake County, Florida; and

b. A majority of the members of the Hospital Division Board shall neither be employees of Adventist Health System Sunbelt Health Care Corporation nor any of its controlled affiliates.

5.3 FHWAS Division Board. In addition to the Board of Directors, the Membership shall appoint a governing body to oversee certain ambulatory services offered by the corporation. Each member of the FHWAS Division Board shall have one vote. Members of the FHWAS Division Board shall be elected by the membership of this corporation in conformance with North American Division Working Policy C-47 as it may be modified from time to time, not less than 50 per cent of which shall be residents of Lake County, Florida and/or employed in Lake County, Florida.

D. Article VIII ("Membership") is deleted in its entirety and the following inserted in its stead:

The corporation shall have one (1) class of members. Each member shall be entitled to one (1) vote. The member shall be Adventist Health System Sunbelt Health Care Corporation, a Florida nonprofit corporation with its principal place of business located at 111 North Orlando Avenue, Winter Park, Florida 32789.

This corporation shall be a subordinate organization of Adventist Health System Sunbelt Heath Care Corporation.

3. The Articles of Amendment were affirmed at a meeting of the Membership of Florida Hospital Waterman, Inc. on March 7, 1996 and were adopted on August 21,1996 by the Board of Directors of Florida Hospital Waterman, Inc. The number of votes cast at each meeting were sufficient for approval.

IN WITNESS WHEREOF the undersigned president and secretary of Florida Hospital Waterman, Inc. have executed these Articles of Amendment on August 22, 1996.

FLORIDA HOSPITAL/WATERMAN, INC.

BY: [signature]
President

BY: [signature]
Secretary