



**Florida  
Health Care  
Plans**

**N 93000005476**

January 19, 1999

State of Florida, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: Amendments

500002755945--4  
-01/27/99--01025--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original Amendment along with a check in the amount of \$35.00 to cover the cost of filing the enclosed Amendment to the Articles of Incorporation for the following corporation:

**Florida Health Care Plan, Inc., a Florida Not-for-Profit corporation**

I have also enclosed a copy of the Amendment and would appreciate your returning same showing the Department's file date stamp. A pre-addressed, stamped envelope is enclosed for your convenience.

Thank you for your cooperation in this matter.

Sincerely yours,

*Pamela J. Thomas*  
Pamela J. Thomas  
General Counsel

*Amend  
2-1-99  
DMS*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 27 PM 2:59

**FILED**

Encs.

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA HEALTH CARE PLAN, INC.,**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED**  
99 JAN 27 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation.

**FIRST: Amendments adopted:**

(1) Article VII-Board of Directors, Section 8, is hereby amended and changed to read as follows:

**Section 8. Restrictions on Authority of Board.** The Board of Directors of the Corporation may not take the following actions without the prior approval of the Sole Member of the Corporation (Halifax Hospital Medical Center):

- (a) Adopt a plan of dissolution;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation with another corporation;
- (d) Adopt any annual or long-term capital and operational budgets or approve any changes therein;
- (e) Make any expenditure not contained in a capital or operating budget previously approved by the Sole Member of the Corporation (Halifax Hospital Medical Center), or take any action that would, or reasonably could be expected to, cause the Corporation to exceed its annual capital or operating budget by a significant amount.

(2) Article VIII-Officers, Section 2, is hereby amended and added to as follows:

The President/CEO of the Corporation shall be elected from among a slate of persons that has been approved in writing by the President/CEO of the Sole Member of the Corporation (Halifax Hospital Medical Center).

(3) Article III-Membership, is hereby amended and added to as follows:

Section 3. Right to Audit. The Sole Member of the Corporation (Halifax Hospital Medical Center) shall have a right to demand an audit of the books and records of the Corporation at any time. A copy of the annual audit of the books and records of the Corporation shall be provided to the Sole Member of the Corporation (Halifax Hospital Medical Center).

SECOND: The date of adoption of the amendments: September 10, 1998

THIRD: The amendments were adopted by the Board of Directors and ratified by the Sole Member of the Corporation (Halifax Hospital Medical Center).

Signed this 10<sup>th</sup> day of September, 1998.

BOARD OF DIRECTORS OF  
FLORIDA HEALTH CARE PLAN, INC.

ATTEST:

By: Lauren R. Johnson Secretary, Lauren R. Johnson  
By: Nancy J. Stearns Chairperson

RATIFIED this 23rd day of December, 1998.

HALIFAX HOSPITAL MEDICAL CENTER

By: [Signature]