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HALIFAX
COMMUNITY HEALTH SYSTEM

DAVID J. DAVIDSON
GENERAL COUNSEL

November 17, 1997

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

Ladies/Gentlemen:

Enclosed herewith for filing is the original and one copy of the Second Articles of Amendment and Restatement of Articles of Incorporation of Halifax Staffing, Inc. Also enclosed is our check in the amount of \$35.00 to cover the associated cost. Please do not hesitate to contact the undersigned should you require any additional information in this regard.

Thank you.

Very truly yours,

Debra S. Kreimer
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend + Restated
11-25-97
cc

SECOND
ARTICLES OF AMENDMENT AND
RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HALIFAX STAFFING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, Halifax Staffing, Inc., pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated and Amended Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is "Halifax Staffing, Inc.", hereinafter referred to as the "Corporation".

ARTICLE II

Purposes

(Amended)

The Corporation is organized exclusively for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, to assist the Halifax Hospital Medical Center (the "District"), a special tax district, public body corporate and politic of Florida, created by Chapter 79-577, Laws of Florida, as amended (the "Special Act"), in carrying out its duties and responsibilities pursuant to the Special Act. The formation of the Corporation by the District is expressly authorized by Section 7(3) of the Special Act.

Within the scope of the foregoing, the Corporation is formed for the specific purposes of leasing, operating, managing, and/or providing individuals to staff and/or manage some or all of the medical facilities, hospitals, and related support facilities and health care entities that are owned or controlled, directly or indirectly, or may be owned or controlled, directly or indirectly, in the future by the District (the "Hospital"). In that manner, the Corporation will serve to promote the general health of the citizens of the District. The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617,

Florida Statutes; provided, however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of the corporate purpose described in this Article II and only in furtherance of a charitable, educational or scientific purpose, within the meaning of Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered or to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding section of any future United States Internal Revenue Law.

ARTICLE III

Membership

(Amended)

Section 1. Sole Member. The initial Sole Member of the Corporation shall be the District, whose principal offices are located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114.

Section 2. Transfer of Membership.

A. The initial Sole Member may transfer and assign its membership in the Corporation to the Halifax Fish Community Health, Inc. (HFCH), whose principal offices are located at 1041 Dunlawton Avenue, Port Orange, Florida 32119.

B. Except as provided in the preceding subsection 2(A), membership in the Corporation is not transferable or assignable.

Section 3. Authority. In addition to those rights and powers expressly granted or reserved to the Sole Member by these Articles of Incorporation, the Sole Member shall have the powers, rights and responsibilities specified in the Interlocal Agreement of Affiliation between the District and the Southeast Volusia Hospital District ("SEVHD") executed on March 19, 1997, as the same may be amended from time to time (hereinafter, the "Affiliation Agreement").

ARTICLE IV

Term

The term of the Corporation shall be perpetual, except as provided in Article XI hereof.

ARTICLE V

Principal Office; Registered Office and Agent

(Amended)

The street address of the principal office of the Corporation is 1041 Dunlawton Avenue, Port Orange, Florida 32119.

The registered office of the Corporation is 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114, and the initial registered agent at said address is David J. Davidson.

ARTICLE VI

Board of Directors

(Amended)

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation, the Bylaws of the Corporation, and the Affiliation Agreement.

As provided in the Bylaws of the Corporation, at the Corporation's organizational meeting, a seven-member Board of Directors shall be appointed, comprised of the Board of Commissioners of the District; and, thereafter, the Board of Directors shall consist of not more than seven (7) Directors, each of whom shall be a Commissioner of the District.

Section 2. Term. The terms of Directors shall coincide with their terms as Commissioners of the District.

Section 3. Criteria for Directors. Persons eligible for membership on the Board of Directors shall initially and at all times be Commissioners of the District.

Section 4. Ex-Officio Members and Advisors. The Bylaws of the Corporation may provide for the appointment of ex-officio members of the Board of Directors and the appointment of advisors to the Board of Directors. Ex-officio members of the Board shall be honorary, non-voting members and shall not be counted as Directors for purposes of Article VI, Section 1 hereof. Advisors shall be non-voting and shall not be considered Directors.

Section 5. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

Section 6. Restrictions on Authority of Board.

A. The Board of Directors of the Corporation may not, without the prior approval of the Sole Member of the Corporation:

- (i) Adopt a plan of dissolution of the Corporation;
- (ii) 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;
- (iii) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (iv) Incur new debt after the Closing Date specified in the Affiliation Agreement other than to the extent permitted to be incurred without the Sole Member's prior approval by Section 3.6.8 of the Affiliation Agreement.
- (v) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;
- (vi) Except to the extent permitted by Section 3.6.6 of the Affiliation Agreement, make any expenditure not contained in a capital or operating budget previously approved by the Sole Member or take any other action that would, or reasonably could be expected to, cause the Corporation to exceed its annual capital or operating budget;
- (vii) Amend, take any action to terminate, or give any notice not to renew any staffing or management agreement between the Corporation and the District.
- (viii) Retain attorneys, accountants, architects, engineers, financial advisors, underwriters, actuaries, or insurance consultants; or
- (ix) Take any other action that is required, under the terms of the Affiliation Agreement, to first be approved by the Sole Member.

B. The Board of Directors of the Corporation may not, without the prior joint approval of the District and of SEVHD:

- (i) Revise any statement of the Corporation's mission and philosophy contained in these Articles of Incorporation, in the Corporation's bylaws, or in any other corporate document;

(ii) Incur new debt in excess of the approval authority granted to the Sole Member by the District and SEVHD; or

(iii) Take any other action that is required, under the terms of the Affiliation Agreement, to first be approved or ratified by the District and SEVHD.

ARTICLE VII

Officers

(Amended)

Section 1. Officers of the Board. The officers of the Board of Directors shall be a Chairman, a Vice-Chairman, and such other Officers as shall be specified in the Bylaws of the Corporation, all of whom shall be elected from among the members of the Board at the annual meeting thereof, and who shall hold office for a period of one year or until their successors have been duly elected.

The Chairman shall preside at all meetings of the Board of Directors and shall be an ex-officio, non-voting member of all committees.

The Vice-Chairman shall act as Chairman in the absence of the Chairman and, when so acting, shall have all the power and authority of the Chairman.

The Chairman of the Board may appoint one of the members of the board as Parliamentarian.

Section 2. Officers of the Corporation. The President/Chief Executive Officer of the Sole Member shall appoint a President, a Vice-President, a Secretary and a Treasurer, each of whom shall serve at the pleasure of the Board and each of whom shall be an officer of the Corporation. The President and the Vice-President shall have such duties as are set forth in the Bylaws or are established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

It shall be the duty of the Secretary to keep a record of all the proceedings of the meetings of the Board of Directors, to prepare an agenda for all meetings, and to maintain all records and reports of the Board of Directors. The Secretary shall have such additional duties as are set forth in the Bylaws or are established by the Board.

The Treasurer shall be responsible for the safe keeping of all funds of the Corporation. At the direction of the Board, the Treasurer shall disburse those funds, and with the assistance of designated personnel, shall see that a true and accurate accounting of the financial transactions are presented to the Board. The Treasurer shall have such additional duties as are set forth in the Bylaws or are established by the Board.

ARTICLE VIII
Adoption and Amendment to the Bylaws
(Amended)

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. Neither the original adoption of Bylaws by the Board of Directors, or any later modification, alteration, amendment, or rescision of the Bylaws shall be effective until such action has been approved by the Sole Member and ratified by the District.

ARTICLE IX
Amendment to the Articles of Incorporation
(Amended)

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. No amendment, alteration, or repeal of any provision of these Articles of Incorporation adopted by the Board of Directors shall be effective until such action has been approved by the Sole Member and ratified by the District.

ARTICLE X
Annual Meeting
(Amended)

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Board as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

ARTICLE XI

Dissolution

(Amended)

The Board of Directors may not dissolve the Corporation without the prior approval of the Sole Member. In the event of dissolution of the Corporation, the residual assets of the Corporation shall be distributed to the District to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

CERTIFICATE OF ADOPTION

We hereby certify that the above and foregoing Second Articles of Amendment and Restatement of Articles of Incorporation of HALIFAX STAFFING, INC., a corporation not for profit, were duly approved and adopted by the Board of Directors of said corporation, all as required by law, on the 24th day of October, 1997. There are no members of the Corporation who are entitled to vote on the amendments.

IN WITNESS WHEREOF this document has been executed by its duly authorized officers and sealed with the official seal of the Corporation, this 24th day of October, 1997.

James H. Foster
Chairman

Edwin Peck, Jr.
Secretary

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James H. Foster and Edwin Peck, Jr., each of whom is personally known to me to be the persons described in and who executed these Second Articles of Amendment and Restatement of Articles of Incorporation under oath, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida this 24th day of October, 1997.

NOTARY PUBLIC

Debra S. Kreimer
State of Florida at Large

