

N94000001372

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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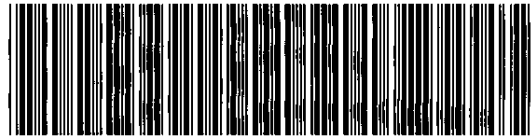
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FILED
10 SEP 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts SEP 28 2010



BALCH & BINGHAM LLP

Alabama • Georgia • Mississippi • Washington, DC

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(404) 962-3560

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(404) 261-6020
(404) 261-3656 Fax
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klesser@balch.com

September 24, 2010

BY FEDEX

Clerk of Recording
Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Wuesthoff Health Systems Foundation, Inc.**
Document Number: N94000001372
Articles of Amendment to First Amended
and Restated Articles of Incorporation

Dear Clerk:

Delivered herewith please find the original and two photocopies of the Articles of Amendment to the First Amended and Restated Articles of Incorporation (the "Articles of Amendment") for Wuesthoff Health Systems Foundation, Inc., a Florida non-profit corporation, to be filed in your office. ***Please note this document has a delayed effective date of October 1, 2010, as reflected on page one of the Articles of Amendment under the Third item.*** It is essential that the effective date not be before October 1, 2010. I have included a check payable to the Secretary of State of \$43.75, including \$35.00 filing fee and \$8.75 for a Certified Copy. Please file upon receipt returning evidence of such filing in the Federal Express envelope provided for your convenience.

If you have any questions please do not hesitate to telephone the undersigned at (404) 962-3560. Thank you in advance for your assistance in this matter.

Sincerely,

Kari Lesser
Paralegal

kl
Enclosures

BALCH' & BINGHAM LLP

Clerk of Recording
September 24, 2010
Page 2

cc: Philip M. Sprinkle II, Esquire
Emil Miller, *President and Chief Executive Officer, Wuesthoff Health Systems, Inc.*
George Fayer, *Sr. Vice President and Chief Financial Officer, Wuesthoff Health Systems, Inc.*
Fran Pickett, *Vice Chairman, Wuesthoff Health Systems, Inc.*
Marchita Marino, *Senior Vice President Human Resources, Wuesthoff Health Systems, Inc.*
Harold T. Bistline, Esquire
Gary Scott Davis, Esquire
Amanda Jester, Esquire

EXHIBIT
10-27-10

FILED
10 SEP 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to the
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
WUESTHOFF HEALTH SYSTEMS FOUNDATION, INC.

Pursuant to, inter alia, the provisions of Florida Statutes § 617.1006, Wuesthoff Health Systems Foundation, Inc. adopts, through its sole corporate member, Wuesthoff Health Systems, Inc., the following Articles of Amendment to its First Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is "Wuesthoff Health Systems Foundation, Inc." (the "Corporation").

SECOND: The following amendment deletes Article I of the Corporation's First Amended and Restated Articles of Incorporation in its entirety and inserts the following as a new Article I in the corporation's First Amended and Restated Articles of Incorporation:

"ARTICLE I - NAME

The name of this corporation (the 'Corporation') shall be:

THE 1941 FOUNDATION, INC."

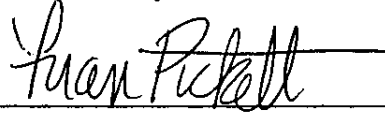
THIRD: Pursuant to the provisions of Florida Statutes § 617.0123, the amendment shall become effective on October 1, 2010.

FOURTH: Consistent with the requirements of Florida Statutes § 617.1002, the foregoing amendment was duly adopted and approved by the unanimous consent of the sole corporate member of the Corporation, Wuesthoff Health Systems, Inc., by a unanimous vote of its Board of Directors on July 26, 2010.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the First Amended and Restated Articles of Incorporation on this 15 day of September, 2010, for the purposes herein contained.

**WUESTHOFF HEALTH SYSTEMS
FOUNDATION, INC.**

By: **WUESTHOFF HEALTH SYSTEMS, INC.**,
its Sole Corporate Member

A handwritten signature in cursive script, reading "Fran Pickett", is written over a horizontal line.

By: Fran Pickett, Vice Chairman of the
Board of Directors

RECORDED
12/1/10

FILED
10 SEP 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to the
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
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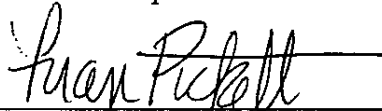
THIRD: Pursuant to the provisions of Florida Statutes § 617.0123, the amendment shall become effective on October 1, 2010.

FOURTH: Consistent with the requirements of Florida Statutes § 617.1002, the foregoing amendment was duly adopted and approved by the unanimous consent of the sole corporate member of the Corporation, Wuesthoff Health Systems, Inc., by a unanimous vote of its Board of Directors on July 26, 2010.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the First Amended and Restated Articles of Incorporation on this 15 day of September, 2010, for the purposes herein contained.

**WUESTHOFF HEALTH SYSTEMS
FOUNDATION, INC.**

By: **WUESTHOFF HEALTH SYSTEMS, INC.**,
its Sole Corporate Member

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By: Fran Pickett, Vice Chairman of the
Board of Directors