

N 94000002498



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 617094 7116872
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 87.50

ORDER DATE : December 1, 1997 600002359446--2
ORDER TIME : 2:01 PM
ORDER NO. : 617094-010
CUSTOMER NO: 7116872
CUSTOMER: Mr. Gary S. Barber
Memorial Healthcare System
1011 North 35th Avenue
Hollywood, FL 33021

RECEIVED
97 DEC -1 PM 2:58
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: JOE DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
97 DEC -1 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

AM
[Handwritten initials and signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: JOE DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION, INC.
Ref. Number: N94000002498

RESUBMIT
Please give original
submission date as file date.

We have received your document for JOE DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00056852

RECEIVED
97 DEC -4 AM 10:02
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

JOE DIMAGGIO CHILDREN'S HOSPITAL FOUNDATION, INC.

FILED
97 DEC - 1 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Ch. 617.1006, Fla. Stat., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following Amendments were adopted:

1. Change Sections (1), (2) and (3) of Article VII to read as follows:

"ARTICLE VII

DIRECTORS

(1) Number, composition and qualification. The affairs of the Corporation are to be managed by a Board of Directors consisting of 36 Directors, 6 of which shall be known as Ex Officio Directors and 30 of which shall be known as Elected Directors.

The six Ex Officio Directors are described as follows:

- (a) Chairman of Board of Commissioners, South Broward Hospital District, or his or her designee
- (b) Chief Executive Officer, South Broward Hospital District
- (c) Chief of Staff, Memorial Regional Hospital
- (d) Chief of Staff, Memorial Hospital West
- (e) Chief of Staff, Memorial Hospital Pembroke
- (f) Chief of Staff, Joe DiMaggio Children's Hospital, at Memorial.

The remaining 30 Elected Directors shall be persons who are active in either the business, commercial, social, civic, political or religious affairs of the area that is located within the jurisdictional boundaries of South Broward Hospital District.

Further, the Ex Officio Directors shall not be required to be residents of the jurisdictional area of South Broward Hospital District.

(2) Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

(3) Initial terms of initial directors; election and terms of office; subsequent elections and regular terms of office. There shall be three classes of initial Directors, other than the Ex Officio Directors.

There shall be ten Class A Directors, ten Class B Directors and ten Class C Directors.

The ten initial Class A Directors shall serve for a term of one year until the next annual meeting of the Board of Directors following the date of their election.

The ten initial Class B Directors shall serve until the annual meeting occurring two years after the date of their election

The ten initial Class C Directors shall serve until the until the third annual meeting of the Board of Directors following the date of their election.

Thereafter, the members of the Board of Directors, other than the Ex Officio Directors, shall be nominated and elected in a manner which shall be fixed in the Bylaws from time to time.

All directors, including the Ex Officio Directors, shall have one vote and shall govern by a majority vote. Except for the initial terms of the Elected Directors, the term of the Elected Directors shall be for three years.

The Ex Officio Directors shall serve as members of the Board of Directors for so long as they occupy those positions which qualify them for membership.

Except for the Ex Officio Directors, no member of the Board of Directors shall serve more than two consecutive terms, including his or her initial term. However, a former member of the Board shall again become eligible for board membership one year following the expiration of his or her most recent term on the Board.

Members of the Board of Directors of Joe DiMaggio Children's Hospital Foundation, Inc., shall be the same persons who are Directors of Memorial Foundation, Inc.”

2. Change Article XI to read as follows:

“ARTICLE XI

DISTRIBUTION IN THE EVENT OF DISSOLUTION

Upon the voluntary dissolution of the Corporation, the Board of Directors shall first pay or make provision for the payment of all liabilities of the Corporation. Thereafter, the Board of Directors shall dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed including, but not limited to, the Corporation’s commitment to carry out the charitable purposes of South Broward Hospital District which are incidental to the ownership, operation and control of South Broward Hospital District.”

3. Add Article XII to read as follows:

"ARTICLE XII

MANAGEMENT

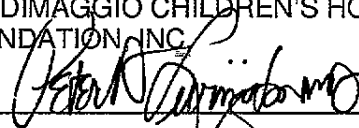
The officers of the Corporation are its Chairman, First Vice Chairman, Second Vice Chairman and Secretary/Treasurer and such other officers as the Board of Directors may deem appropriate. Such officers shall be elected by the Board of Directors and shall serve for a period of three years, or until their successors are duly elected."

SECOND: The date of adoption of the aforesaid Amendments was on the 13th day of October, 1997.

THIRD: The Amendments were adopted by the members of the Board of Directors and the number of votes cast for the Amendments was sufficient for approval. There are no members entitled to vote.

JOE DIMAGGIO CHILDREN'S HOSPITAL
FOUNDATION, INC.


By


Peter Livingston, MD

Typed or printed name

Chairman 11/18/97
Title Date

By


Carl Schuster, Esq.

Typed or printed name

Secretary/Treasurer 11/18/97
Title Date