

N96000003649

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LANSING, MICHIGAN

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-08/18/97-01040-001
***490.00 ***35.00

August 13, 1997

Florida Department of State's Office
Division of Corporations, Amendment Department
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Amended and/or Restated Articles of Incorporation for the Florida Business Corporations and Florida Not For Profit Corporations, set forth below:

1. Amended and Restated Articles of Incorporation of Bayfront Medical Center, Inc. (Corp: 714850), a Florida not for profit corporation.
2. Articles of Amendment to Articles of Incorporation of Bayfront Enterprises, Inc. (Corp: H78833), a Florida not for profit corporation.
3. Amended and Restated Articles of Incorporation of Morton Plant Mease Health Care, Inc. (Corp: N00677), a Florida not for profit corporation.
4. Amended and Restated Articles of Incorporation of Morton Plant Hospital Association, Inc. (Corp: 708987), a Florida not for profit corporation.
5. Second Amendment to Articles of Incorporation of Morton Plant Mease Health Services, Inc. (Corp: N11219), a Florida not for profit corporation.
6. Articles of Amendment to Articles of Incorporation of Morton Plant Life Services, Inc. (Corp: N13759), a Florida not for profit corporation.
7. Articles of Amendment to Restated Articles of Incorporation of Morton Plant Mease Primary Care, Inc. (Corp: N92000000038), a Florida not for profit corporation.

*Lee Ann Jones authorized
to add name under signature
and title.*

*Amend
HFS 8-26-97*

FILED
97 AUG 18 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office

August 13, 1997

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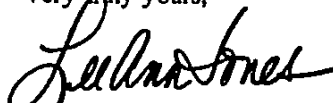
8. Articles of Amendment to Articles of Incorporation of Morton Plant Health Ventures, Inc. (Corp: J38184), a Florida corporation.
9. Second Amendment to Articles of Incorporation of Behavioral Health Management Services, Inc. (Corp: N94000004553), a Florida not for profit corporation.
10. Articles of Amendment to Articles of Incorporation of Ventures DME, Inc. (Corp: V34174), a Florida corporation.
11. Second Amendment to Articles of Incorporation of Global Health Care, Inc. (Corp: 587158), a Florida corporation.
12. Articles of Amendment to Articles of Incorporation of MFP, Inc. (Corp: G76634), a Florida corporation.
13. Articles of Amendment to Articles of Incorporation of South Florida Baptist Hospital Physician Services, Inc. (Corp: N96000003650), a Florida corporation.
14. Articles of Integrated Physician Services, Inc. (Corp: N96000003649), a Florida not for profit corporation.

These Amended and/or Restated Articles of Incorporation were executed pursuant to the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$490.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed envelope.

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,



Lee Ann Jones

LAJ/pap

enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)

Tracy E. Silverman, Esq. (w/enc.)

DET03/165187.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTEGRATED PHYSICIAN SERVICES, INC.**

Pursuant to the provisions of Section 617.1006 Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The Articles of Incorporation of **INTEGRATED PHYSICIAN SERVICES, INC.**, a Florida not-for-profit corporation (the "Corporation"), are hereby amended to add the following Article I to the beginning thereof, and current Articles I - XII are renumbered accordingly:

ARTICLE I

Definitions

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not for Profit Corporation Act, as the same may be amended from time to time.
2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.
3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.
4. The term "Corporation" means Integrated Physician Services, Inc., a Florida not-for-profit corporation, unless, from its context or use, it clearly has a different meaning.
5. The term "Member" means Board of Directors in their capacity as corporate member(s) of the Corporation.

2. Article VII of the original Articles of Incorporation of the Corporation is hereby amended to insert the following provision as paragraph two (2) of Article VII of the Corporation:

ARTICLE VII

Board of Directors

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

3. Article VI of the original Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI

Member

The Member of the Corporation shall be the Board of Directors. The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the Corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts

involving obligations in excess of specified levels need to be approved by the Member).

5. Authority to establish fees and charges on behalf of the Corporation.

6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.

7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.

8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation; provided that such philosophy, mission statement and purposes shall at all times be consistent with the philosophy, mission statement and purposes of the Member.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

4. Article XIV shall be amended to the end of the original Articles of Incorporation of the Corporation and shall read as follows:

ARTICLE XIV

Amendments to Articles of Incorporation and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

These amendments were duly adopted by the Member on June 30, 1997, and the number of votes cast for the amendment was sufficient for approval.

Signed this 30 day of June, 1997

By: [Signature]

Its: Secretary
William G. Dibrich