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HealthCare

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TALLAHASSEE, FLORIDA

Legal Services

June 2, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment and Restatement of Articles of Incorporation of Florida Classic, Inc.
Document #: N99000000365

Dear Sir/Madam:

Enclosed you will find the original Articles of Amendment and Restatement of Articles of Incorporation of Florida Classic, Inc. Also enclosed is a check in the amount of $43.75 representing payment of the fees for the filing of the Amendment and a certified copy.

Once the Amendment has been received and processed, please send the certified copy of the Articles of Amendment to:

ATTN: Lisa Coggins
Shands HealthCare
P.O. Box 100303
Gainesville, FL 32610-0303

Thank you for your prompt attention in this matter and call me at 352-265-8051 if you require any further information.

Sincerely,

Lisa Coggins

Lisa Coggins
Shands Legal Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF FLORIDA CLASSIC, INC.

A. The name of the corporation is Florida Classic, Inc.

B. These Articles of Amendment were adopted on 5/13/04, by the action of the sole Member. The sole Member of the Corporation was entitled to vote on these Articles of Amendment, and the number of votes cast in favor of the Articles was sufficient for the approval to amend the Articles of Incorporation of this Corporation in their entirety, so that, after amendment, the Articles of Incorporation shall read as follows:

Article I
Name

The name of the corporation is Shands Auxiliary, Inc.

Article II
Address of Principal Office

The initial place of business and street address of the Corporation shall be 1329 SW 16th Street, Suite 5256, P.O. Box 100303, Gainesville, Florida 32610.

Article III
General Purposes of the Corporation

A. The Corporation is organized as a corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes (2003), including subsequent amendments or restatements.

B. The purposes for which the Corporation is formed are all purposes permitted by Chapter 617, Florida Statutes (2003), including but not limited to the following purposes:

(1) To support, promote, benefit, assist, and encourage fundraising events for the benefit of charitable organizations and programs including but not limited to Shands Teaching Hospital and Clinics, Inc., and Shands at Lake Shore, Inc.

(2) To operate without regard to race, creed, age, sex, religion or national origin.

(3) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(4) To have and exercise all powers or any corporation not for profit as the same now exists, or hereafter may exist, under the laws of the State of Florida.

(5) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and 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.

(6) To otherwise exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code".)

C. Notwithstanding any other provisions hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IV
Duration of the Corporation

The Corporation shall have perpetual existence; provided, however, that upon the vote of the majority of all the members of the Board of Directors, the Corporation may be dissolved. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the Corporation, after the payment of all of the debts of the Corporation and expenses of dissolution, shall distribute all of the assets of the Corporation to Southeastern Healthcare Foundation Inc., a Florida not for profit corporation, so long as such corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, or to such other organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine. In the event of any such liquidation or dissolution, no part of such assets shall inure to the benefit of any Members (other than corporations exempt under Section 501(c)(3) of the Code), directors or officers of the Corporation.

Article V
Members

The Corporation is organized without capital stock. The qualifications of Members and the manner of their admission shall be regulated by the Bylaws.

Article VI
Registered Office and Agent

The street address of the registered office of the Corporation is 1329 Southwest 16th Street, Suite 5256, Gainesville, Florida 32608, and the name of its initial registered agent at such address is Charles B. Koval, whose mailing address is Post Office Box 100303, Gainesville, Florida 32610.

Article VII
Board of Directors

The manner in which the directors are to be elected shall be stated in the Bylaws. The directors of this Corporation shall be:

Timothy Goldfarb	President and Director
Georgiann Ellis	Vice President and Director
Sandra E. Arnold	Secretary and Director
Jeffrey Jones	Treasurer and Director
Charles B. Koval	Director
Kay McKinley	Director
Rose Ellen Ralea	Director
Marion Coleman	Director
Lois Fabian	Director
Margaret Boatwright	Director

Article VIII
Indemnification

Directors and officers of the Corporation shall be indemnified to the full extent permitted by Florida law.

Article IX
Incorporation

The name and street address of the incorporator for these Articles of Incorporation is:

Name	Address
Jodi Mansfield	Shands At UF 1600 SW Archer Road Suite 10-227 Gainesville, FL 32608

Article X
Bylaws

The Board of directors shall adopt Bylaws for the Corporation and from time to time modify, alter, or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

Article XI
Amendments

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, Florida Classic, Inc. has caused these Articles of Amendment to be signed in its name by its Secretary on this 13 day of May, 2004.

Florida Classic, Inc.

By: ____________________
John Ives
Secretary