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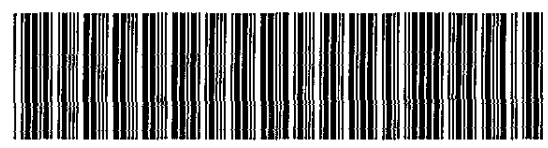
Ashford Healthcare Systems, Inc.
(Business Entity Name)

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHFORD HEALTHCARE SYSTEMS, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation hereby adopts and amends in its entirety the original articles of incorporation for the above referenced corporation and in place thereof adopts the following amended and restated articles of incorporation. To the extent that any provisions found within the original articles of incorporation are inconsistent with this amended and restated articles, this shall prevail.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the Corporation is:

ASHFORD HEALTHCARE SYSTEMS, INC.
400 Perimeter Center Terrace
Suite 650
Atlanta, GA 30346

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members (if there ever are any), Directors or Officers, except to the extent permissible under law.

ARTICLE III. DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The Corporation is organized, and shall be operated exclusively for charitable, scientific and education purposes, including but not limited to:

- A. To enter into a lease with Gadsden County, Florida, a political subdivision to the State of Florida, for the purpose of operating and managing Gadsden

Community Hospital, Quincy, Florida. Through this lease to provide acute, sub-acute and nursing care to the citizens of Gadsden County, Florida.

- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- C. To do any such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Members (if the corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

ARTICLE VI. NO MEMBERS

The corporation shall not have members and shall not issue membership certificates.

ARTICLE VII. DESIGNATION OF REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is David A. Barrett, and the name of the Registered Agent at that address is 111 S. Monroe Street, Suite 3000, Tallahassee, FL 32301.

ARTICLE VIII. 501(c)(3) PROVISIONS

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The

corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed according, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

ARTICLE IX. BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each current Director of the Corporation is as follows:

Name

Address

John Pickren

400 Perimeter Center Terrace
Suite 650
Atlanta, GA 30346

Michael Walsh

400 Perimeter Center Terrace
Suite 650
Atlanta, GA 30346

Michael C. Lake

400 Perimeter Center Terrace
Suite 650
Atlanta, GA 30346

ARTICLE X. OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by a majority vote of the Board of Directors (and may be removed by a majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE XI. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII. INDEMNIFICATION

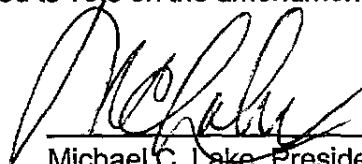
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XIV. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

The date of adoption of this amended and restated articles was Oct. 22, 2002

The adoption of this amended and restated articles were adopted by the board of directors. There are no members or members entitled to vote on the amendment.



Michael C. Lake, President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: David A. Barrett
DAVID A. BARRETT
Registered Agent

02 MAY 11
FILED
TALLAHASSEE, FLORIDA
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