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FLORIDA NON-PROFIT CORPORATION

The Villages Regional Hospital Foundation, Inc.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
THE VILLAGES REGIONAL HOSPITAL FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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ARTICLE I

Name

The name of the Corporation is The Villages Regional Hospital Foundation, Inc.

ARTICLE II

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE III

Principal Office

The street address of the principal office of the Corporation is 1100 Main Street, The Villages, Florida 32159.

ARTICLE IV

Purposes

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, or the corresponding provision of any future United States Internal Revenue Law, and more specifically to further the purposes of The Villages Tri-County Medical Center, Inc., so long as it is an organization described in Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Code.

ARTICLE V

Limitation on Corporate Powers

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including the members, directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the

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Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Board of Directors

Control of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors of Corporation shall have such duties, serve such terms and be elected in such manner as provided for in the Bylaws of the Corporation.

ARTICLE VII

Initial Registered Office and Registered Agent

The initial registered office of the Corporation is located at 1100 Main Street, The Villages, Florida 32159 and the initial registered agent at such office is R. Dewey Burnsed, whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE VIII

Distribution Upon Dissolution or Liquidation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to The Villages Tri-County Regional Medical Center, Inc., if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law. If The Villages Tri-County Regional Medical Center, Inc., is then not so exempt, all of such assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law having purposes substantially similar to The Villages Tri-County Regional Medical Center, Inc., as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, religious, scientific or educational purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law. No director, officer, member, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

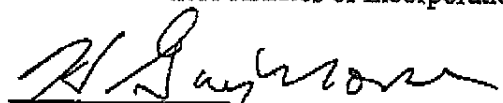
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ARTICLE IX
Incorporator

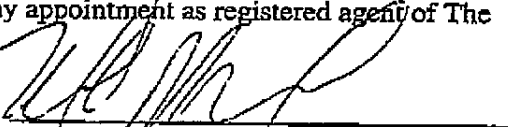
The name of the incorporator of the Corporation is H. Gary Morse, whose street address is 1100 Main Street, The Villages, Florida 32159.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Incorporation as of October 26, 1999.


H. Gary Morse, Incorporator

CONSENT OF INITIAL REGISTERED AGENT

I, R. Dewey Burnsed, hereby accept and consent to my appointment as registered agent of The Villages Regional Hospital Foundation, Inc.


R. Dewey Burnsed

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