

P07199

ADVENTIST
HEALTH SYSTEM

T. L. Trimble

Phone (407) 975-1400

February 24, 1999

ADVENTIST HEALTH SYSTEM

111 N ORLANDO AVE

Dept./Floor/Suite/Room

WINTER PARK

State FL ZIP 32789

Secretary of State
Corporations Division
ATTENTION: Susan Payne, Reinstatement
409 E. Gaines Street
Tallahassee, FL 32399

600002794236--0
-03/04/99--01056--010
*****8.75 *****8.75

RE: T.G.C. Home Health Care, Inc.
Number 07199

600002794236--0
-03/04/99--01007--003
*****35.00 *****35.00

Dear Ms. Payne:

600002794236--0
-03/04/99--01007--004

Many months ago we contacted your office regarding T.G.C. Home Health Care, Inc., a Delaware corporation which had registered to do business in the state of Florida as a "for profit" corporation. In 1997, we changed the status of T.G.C. Home Health Care, Inc., from for profit to non profit status. Enclosed are the articles of amendment evidencing such change.

We need to show the change in status on the records of Florida. In order to reactivate T.G.C. Home Health Care, Inc., we were advised that a fee of \$1050.00 together with the enclosed Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida, together with a Certificate of Existence from Delaware, needed to be filed. We have also enclosed another check for \$35.00 (per your note) and two checks for \$52.00 and \$8.75, respectively, which will return to us a "certified copy" of the recorded Application together with a Certificate of Existence for T.G.C. Home Health Care, Inc. upon the filing of the enclosures and the remittance of the fees.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -3 PM 2:39

FILED

Amend to
change status from
a profit to a
non profit corp.
3/4/99 SP

ADVENTIST
HEALTH SYSTEM

Federal Express

March 2, 1999

Ms. Susan Payne
ATTN: Reinstatement Section
Corporations Division
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

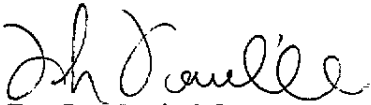
RE: T.G.C. Home Health Care, Inc.

Dear Ms. Payne:

In follow up to our telephone conversation of last week, please find enclosed the Application for Reinstatement for T.G.C. Home Health Care, Inc.

Should you need further information, please do not hesitate to give us a call.

Sincerely,



T. L. Trimble
Vice President, Legal Services

TLT/jlf
Enclosure

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Secretary of State

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February 24, 1999

Should you have any questions regarding this request, please do not hesitate to contact us at 407-975-1413.

Sincerely,

A handwritten signature in black ink, appearing to read "T. L. Trimble". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

T. L. Trimble

Vice President, Legal Services

TT:tl

Enclosures

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STATUS OF CORPORATION CHANGED FROM A PROFIT TO A NONPROFIT IN
DELAWARE

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. T.G.C. Home Health Care, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words
or abbreviations of like import in language as will clearly indicate that it is a
corporation instead of a natural person or partnership if not so contained in the name
at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit
corporation.)

2. Delaware 3. 59-2764924
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 23, 1985 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. August 23, 1985
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 7050 Gall Boulevard, Zephyrhills, Pasco County, Florida 33541
(Current mailing address)

8. Own and operate home health agencies

(Purpose(s) of corporation authorized in home state or country to be carried out
in the state of Florida)

9. Name and street address of Florida registered agent:

Tamara L. Trimble
(Name)

111 North Orlando Avenue
(Office address)

Winter Park, Florida, 32789
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process
for the above stated corporation at the place designated in this
application, I hereby accept the appointment as registered agent and
agree to act in this capacity. I further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.


(Registered agent's signature)

FILED
99 MAR -3 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or Directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Paul Norman

Address: 7050 Gall Boulevard
Zephyrhills, FL 33541

Vice Chairman: Vacant

Address: _____

Director: Paul Norman

Address: 7050 Gall Boulevard
Zephyrhills, FL 33541

Director: Bob Ruchti

Address: 7050 Gall Boulevard
Zephyrhills, FL 33541

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Paul Norman

Address: 7050 Gall Boulevard
Zephyrhills, FL 33541

Vice President: Vacant

Address: _____

Secretary: June Herndon

Address: 7050 Gall Boulevard, Zephyrhills, FL 33541

Treasurer: Paul Norman

Address: 7050 Gall Boulevard, Zephyrhills, FL 33541

Asst. Secretary: L. Mark Block
111 North Orlando Avenue, Winter Park, FL 32789

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. L. Mark Block
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) L. Mark Block, Asst. Secretary

L. Mark Block, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T.G.C. HOME HEALTH CARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2068123 8300

991069105

AUTHENTICATION:

DATE:

9590806

02-23-99

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "T.G.C. HOME HEALTH CARE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1997, AT 1:45 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2068123 8100

971285674

AUTHENTICATION: 8624329

DATE: 08-26-97

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

T.G.C. Home Health Care, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of T.G.C. Home Health Care, Inc. resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended as follows:

1. The provisions of Article II are hereby deleted in their entirety and the following inserted in lieu thereof.

The purpose of this corporation is to engage in any lawful act or activity for which non-stock corporations may be authorized to engage in under the General Corporation Law of the State of Delaware. This corporation shall be organized solely for general charitable purposes and for the specific purpose of furthering the health ministry of the Seventh-day Adventist Church. This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church. The purpose of this corporation is purely charitable, and none of its properties, real or personal, shall benefit any private shareholder or individual but shall ever be used for carrying into effect its primary purpose.

100-207133-1 10-41 OF CONFIDENTIALITY

The general purposes and powers are:

- a. To establish, own, lease, manage and operate medical institutions, health maintenance organizations, fitness centers, nursing homes, retirement homes, professional office buildings, preferred provider organizations, diagnostic centers, ambulatory surgical centers, home health agencies and other enterprises related to the providing of health care;
- b. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise, and to sell and convert property, both real and personal, into cash;
- c. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate or encumber, and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
- d. To purchase or acquire, own, hold, use, lease (either as Lessor or Lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;
- e. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust or other hypothecation of property, both real and personal;
- f. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit of amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;
- g. To use the assets of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes

for which this corporation is formed and, without limiting the generality of the foregoing, for aid and assistance to and the benefit of Adventist Health System/Sunbelt, Inc. d/b/a East Pasco Medical Center, a Florida not-for-profit corporation, so long as such corporation remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

- h. To do all things necessary, expedient or appropriate to the accomplishment of any of the objectives and purposes for which this corporation is formed; and
 - i. To operate exclusively and in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws, governing the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.
2. Article IV ("Capital Stock") is hereby deleted in its entirety. Article IV is retitled "Membership" to read as follows:

This corporation shall not have the authority to issue capital stock. The sole stockholder of this corporation as of the date of the adoption of this resolution is Adventist Health System/Sunbelt, Inc. d/b/a East Pasco Medical Center. As of the Effective Date of the filing of this Certificate of Amendment, the sole stockholder, Adventist Health System/Sunbelt, Inc. d/b/a East Pasco Medical Center, shall become the sole member of this corporation. Each member shall be entitled to one (1) vote. The condition of membership shall be as stated in the corporate bylaws.

This corporation shall be a subordinate organization of Adventist Health System Sunbelt Healthcare Corporation.

3. The provisions of Article VI ("Directors") are hereby deleted in their entirety and the following inserted in lieu thereof:

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be as provided in the bylaws; however, not less than two-thirds (2/3) of the members of the board must also be members from specific denominational constituencies, boards or executive committees of organizations listed in the Seventh-day Adventist Yearbook.

Members of the Board of Directors shall be elected and hold office in accordance with the bylaws.

4. Article VII ("Number of Shareholders"), Article VIII ("Restrictions of Transfer"), and Article IX ("Restrictions on Public Offering") are deleted in their entirety and shall be replaced with the following:

ARTICLE VII
Earnings and Activities of Corporation

SECTION 7.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that 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 II hereof.

SECTION 7.2 No substantial part of the activities of the corporation 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 any candidate for public office.

SECTION 7.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 7.4 Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII Distribution of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits and net income of this corporation shall ever inure to the benefit of any director, officer or member or to the benefit of any

private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation, provided that Adventist Health System/Sunbelt, Inc. remains a corporation organized and operated exclusively for religious and charitable purposes and is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the event Adventist Health System/Sunbelt, Inc. shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to Adventist Health System Sunbelt Healthcare Corporation, which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event the Adventist Health System Sunbelt Healthcare Corporation is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE IX

Amendment of Certificate of Incorporation

Amendments to the Certificate of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote unless a greater number is required by the bylaws.

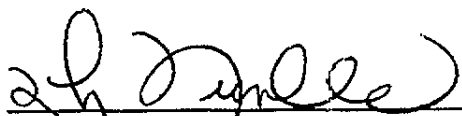
This corporation voluntarily terminates its status as a close corporation.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said

corporation was duly called and held upon written waiver of notice signed by all stockholders at which meeting all of the stockholders of this corporation unanimously voted in favor of the aforementioned amendments.

THIRD: That the aforesaid amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware to take effect August 31, 1997.

IN WITNESS WHEREOF, said T.G.C. Home Health Care, Inc., has caused this certificate to be signed by T. L. Trimble, its Vice President, this 25th day of August, 1997.



T. L. Trimble, Vice President

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