

AMENDED AND RESTATED
BYLAWS
OF
ST. JOSEPH'S HOSPITAL OF TAMPA FOUNDATION, INC.
(A Florida Not For Profit Corporation)
Amended: April 8, 2003

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AMENDED AND RESTATED BYLAWS
OF
ST. JOSEPH'S HOSPITAL OF TAMPA FOUNDATION, INC.

(A Florida Not For Profit Corporation)

ARTICLE I

DEFINITIONS

As used herein and in the Articles of Incorporation of the Corporation (without regard to whether or not such word or phrase is capitalized):

"Articles of Incorporation" shall mean the Articles of Incorporation of the Corporation, as they may be amended or revised from time to time.

"Component Corporation" shall mean any corporation controlled directly or indirectly by a Regional Health Corporation.

"Constituent Corporation" shall mean a Regional Health Corporation or a Component Corporation within the health system operating as CHE.

"Key Bylaws Provisions" shall refer to sections of the Bylaws of the Corporation concerning any of the following: (i) the name and purposes of the Corporation (including philosophy and mission); (ii) the identity, reserved powers and all other matters pertaining to actions of the Member and CHE (both as hereinafter defined); (iii) the authority and membership (including appointment, composition and removal) of the Board of Trustees of the Corporation; (iv) the authority and responsibilities of and related to the President of the Corporation (including appointments and removal).

"Regional Health Corporation" shall mean an entity which is sponsored by the Religious Congregation and either (i) has Catholic Health East as its sole Member or sole stockholder or (ii) has reserved powers to CHE equivalent to those reserved by an entity described in (i) above. Such reserved powers may be provided for in such other entity's charter, articles of organization, Bylaws or other document of similar legal effect.

"Religious Congregation" shall mean a Public Juridic Person, consisting of members who have taken simple vows of poverty, chastity and obedience and live a common life canonically administered by a Major Superior or General Minister with a group of councilors.

"Significant Financial Transactions" shall refer to transactions that (i) will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or

disposal of an asset, where (ii) the amount of such transaction exceeds the lower of \$5,000,000 or twenty-five percent (25%) of the total historical costs of the entity's combined land and buildings.

"Sponsoring Organization" shall refer to the Franciscan Sisters of Allegany, New York, a Religious Congregation of the Roman Catholic Church.

"Trustees" shall mean the individuals serving on the Board of Trustees of this Corporation appointed in accordance with the Bylaws of the Corporation.

ARTICLE II

OFFICES AND AGENCY

SECTION 2.1 Registered Office and Registered Agent.

The registered office of the Corporation shall be located in the State of Florida and the registered agent shall have a business office identical with such registered office, which office and agent may be changed from time to time by the Board of Trustees of the Corporation, hereinafter referred to as the Board, upon filing of such notices as may be required by law.

SECTION 2.2 Principal Office.

The principal place of business of the Corporation shall be 3003 West Dr. Martin Luther King, Jr. Boulevard, Tampa, Florida 33607, which principal place of business may be changed from time to time by the Board as provided in these Bylaws.

SECTION 2.3 Other Offices.

The Corporation may have other offices within or outside the State of Florida at such place or places as the Board may from time to time determine.

ARTICLE III

MISSION. IDENTITY. PURPOSES AND POWERS

SECTION 3.1 Mission and Identity.

The Corporation was founded and is operated in affiliation with the Franciscan Sisters of Allegany, New York, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"). As a separate and autonomous entity, the Corporation is dedicated to the continuation of the provision of health and community services in the Franciscan tradition. The Corporation's mission shall be to:

- (a) promote health services that heal the whole person;

- (b) provide service, education and advocacy that unite the communities served and promotes justice in these communities, especially concerning access to health care;
- (c) promote a Franciscan experience that affirms the values espoused in the Corporation's mission statement; and
- (d) affirm the value of life in all of its forms and at all stages.

The Corporation's Members and Trustees, upon assuming their office, shall govern the Corporation in accord with this mission and identity statement, as well as with the Ethical and Religious Directives (as defined below).

SECTION 3.2 Purposes.

The Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Corporation is organized are to advance, promote and support through Catholic Health East, a Pennsylvania nonprofit corporation ("CHE"), and its successors and constituent corporations, the Catholic healthcare ministries and Catholic healthcare mission of Franciscan Sisters of Allegany, New York, a religious institute of the Roman Catholic Church or its canonical successor (the "Sponsoring Organization"), and to do any and all acts that are necessary, proper, useful, incidental or advantageous to the above-stated purposes in conformity with the ethical and moral teachings of the Roman Catholic Church, the traditions, spirit and charism of the Sponsoring Organization, and the Ethical and Religious Directives for Catholic Health Care Services as promulgated and amended from time to time by the United States Catholic Conference of Bishops (the "Ethical and Religious Directives"). This Corporation shall be operated in accordance with the canon law of the Roman Catholic Church. This Corporation shall operate under the philosophy and guidance of the Corporate Member, as hereafter defined, without regard to race, creed, color, gender, age, national origin or ability to pay. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To operate exclusively for the benefit of, perform the functions of and carry out the purposes of St. Joseph's Hospital, Inc., a Florida not for profit corporation and its qualifying affiliated organizations, so long as such organizations are organizations described by Section 509(a)(1) or (2) of the Code;
- (b) To perform, foster and support acts of Christian charity among the sick and ailing and provide resources for the restoration of health and the prevention of disease;

(c) To promote education and establish educational programs for patients and staff, and other groups.

(d) To cooperate with health care systems, health planning agencies, governmental agencies and other health and welfare organizations;

(e) To promote health and welfare of the communities served and humankind through scientific research, education and treatment;

(f) To promote and encourage the establishment of facilities which are related to or will be beneficial to health care;

(g) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in the furtherance of the mission and purposes of this Corporation in conformity with the reservation of powers in the Bylaws.

(h) To promote, support, and conduct charitable, scientific and/or educational activities qualifying under Section 501(c)(3) of the Code;

(i) To make gifts, grants or donations to other exempt charitable organizations;

(j) To further, promote and support the benevolent, charitable, scientific, religious and educational activities of the Sponsoring Organization, or of any public charitable corporation carrying on the works of, originally founded by, or supported by the Sponsoring Organization or the Corporation, provided that such organizations qualify as exempt organizations under Section 501 (c)(3) of the Code; and

(k) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

SECTION 3.3 Powers.

Except as limited by its Amended and Restated Articles of Incorporation or these Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE IV

MEMBERSHIP

SECTION 4.1 Member.

The sole Member of the Corporation shall be St. Joseph's Health Care Center, Inc., a Florida not for profit corporation (the "Member" or "Corporate Member"). The Corporate Member and the Corporation both participate in the health care system of Catholic Health East, a Pennsylvania nonprofit corporation ("CHE").

SECTION 4.2 Member Reserved Rights.

Certain powers have been expressly reserved to the Corporate Member in the Articles of Incorporation and these Bylaws of the Corporation. Action by the Corporation shall not be taken until the Corporate Member, acting through its Board of Trustees, and, in some cases, CHE, acting through its Board of Directors, and the Sponsoring Organization, as applicable, shall have exercised their respective reserved powers in accordance with their respective governance documents. Action by the Corporation with respect to which action by the Corporate Member or CHE is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the respective party. The following powers are reserved to the Corporate Member and CHE, as indicated:

(a) As reserved to the Board of Trustees of the Corporate Member:

(i) Approve the amendment or restatement of the Articles of Incorporation of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(ii) Approve the amendment or restatement of Key Bylaws Provisions of the Corporation, in whole or in part, and recommend the same to CHE for adoption.

(iii) Approve the amendment or restatement of non-Key Bylaws Provisions of this Corporation, in whole or in part.

(iv) Approve the appointment and removal of Trustees of the Corporation, with or without cause.

(v) Approve the official interpretation of the philosophy and mission of the Corporation.

(vi) Approve the strategic plan of the Corporation.

(vii) Approve the annual operating plan and budget of the Corporation.

(viii) Approve Significant Financial Transactions and significant budget variances of the Corporation, and recommend the same to CHE for adoption and authorization.

(ix) Approve the establishment or dissolution of organizational relationships by the Corporation, including without limitation, subsidiary corporations, and significant partnerships, joint ventures and mergers as defined by the CHE Governance Documents, and recommend the same to CHE for adoption and authorization.

(b) As reserved to the CHE Board of Directors:

(i) Adopt, amend, modify or restate the Articles of Incorporation of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(ii) Adopt, amend, modify or restate the Key Bylaws Provisions of the Corporation, in whole or in part, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iii) Approve and authorize Significant Financial Transactions and significant budget variances of the Corporation, or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(iv) Approve and authorize the establishment or dissolution of organizational relationships by the Corporation, including without limitation, subsidiary corporations, and sufficient partnerships, joint ventures and mergers as defined by the CHE Governance Documents, which includes CHE's Articles of Incorporation, Bylaws and policies and procedures as approved from time to time (collectively, the "CHE Governance Documents"), or if the CHE Board of Directors receives a recommendation as to any such action, approve such action as recommended.

(c) As reserved to the Sponsoring Organization:

(i) Ratification of those mergers, consolidations, dissolutions or other fundamental corporate reorganizations of the Corporation, as required by canon law and CHE policies consistent therewith.

SECTION 4.3 Member Action.

Any action required or permitted to be taken by either CHE or the Corporate Member of the Corporation under applicable law or these Bylaws may be taken without a meeting, without prior notice and without a vote, if CHE or the Corporate Member, as applicable, gives its written consent to such action. The written consent of CHE or the Corporate Member shall be evidenced by a consent resolution signed by an officer of CHE or the Corporate Member, as applicable.

Following action by CHE or the Corporate Member, the President of CHE or the Corporate Member, as applicable, shall be authorized and empowered to execute a written consent resolution evidencing the action taken.

SECTION 4.4 Action With Respect to Constituent Corporation

Action by the sole Corporate Member of the Corporation is required for the exercise of certain powers reserved to the Corporation by Constituent Corporations. Action by the Corporation with respect to Constituent Corporations for which action by the sole Corporate Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by such Corporate Member.

ARTICLE V

TRUSTEES

SECTION 5.1 General Powers.

Subject to the reserved rights of the Member set forth in these Bylaws and in the Articles of Incorporation of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees of the Corporation, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, by the Articles of Incorporation of the Corporation or by these Bylaws reserved to the Member of the Corporation or CHE.

SECTION 5.2 Trustees' Reliance.

(a) In performing their duties, Trustees shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) One or more officers or employees of the Corporation, or corporations subsidiary to or affiliated with the Corporation, whom they reasonably believe to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which they reasonably believe to be within such person's professional or expert competence; or

(iii) A committee upon which they do not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee they reasonably believe to merit confidence.

(b) Trustees shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

(c) Trustees who perform their duties in compliance with this section shall have no liability by reason of being or having been Trustees.

SECTION 5.3 Qualifications of Trustees.

In appointing Trustees, consideration shall be given to a candidate's:

- (a) Appreciation and support of the Sponsoring Organization's mission in health care;
- (b) Willingness to accept the functions, duties and responsibilities of a Trustee;
- (c) Experience and knowledge in the health care field;
- (d) Experience in organizational and community activities;
- (e) Areas of interest and expertise; and
- (f) Satisfaction of any and all legal requirements.

SECTION 5.4 Number.

The number of Trustees shall be not less than five (5) nor more than twenty-six (26). These numbers may be increased or decreased from time to time by amendment, to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Trustee.

SECTION 5.5 Designation and Appointment of Trustees.

(a) The President of the Corporation shall serve as an ex-officio Trustee of the Corporation.

(b) All other Trustees shall be appointed (the "Appointed Trustees") by the Board of Trustees of the Corporate Member at an Annual Meeting of said Board pursuant to the following procedure:

(i) The Nominating Committee shall identify potential Trustees, present the names to the Trustees, interview those candidates, consult with the Trustees and make recommendations to the Board of Trustees of the Corporate Member.

(ii) The Board of Trustees of the Corporate Member shall review the recommendations of the Nominating Committee and either appoint the new Trustees or request additional recommendations from the Nominating Committee.

SECTION 5.6 Tenure of Trustees.

(a) The ex-officio Trustee shall serve so long as he holds the office of President of the Corporation.

(b) Appointed Trustees shall take and hold office from the date of their appointment and shall continue in office for either one (1), two (2) or three (3) years and until their respective successors shall have been appointed and qualified, or until their earlier resignation, removal from office or death; provided, however, the following shall apply:

(i) The tenure of each Appointed Trustee shall be assigned by the Board of Trustees of the Corporate Member such that at any point in time one-third of the Trustees (or as near to such number as is practicable) has a one (1) year term, one-third (or as near to such number as is practicable) has a two (2) year term and the remaining Trustees have a three (3) year term; and

(ii) No Appointed Trustee who has served six (6) consecutive years on the Board of this Corporation or on the Board of any local affiliated organization shall be eligible for re-appointment until after the lapse of two (2) years; and for this purpose, a "local affiliated organization" shall mean an affiliated organization with its principal place of business located within the same city as the Corporation; provided, however, such definition shall not include a corporation whose primary purpose is fund raising.

SECTION 5.7 Resignation of Appointed Trustees.

An Appointed Trustee may resign by providing written notification of such resignation through the Chairman or Vice-Chairman of the Board of Trustees to the Chairman of the Board of Trustees of the Corporate Member, and such resignation shall become effective immediately upon receipt of said written notification or at such later date as may be specified in the notification.

SECTION 5.8 Removal of Appointed Trustees.

At any meeting of the Board of Trustees of the Corporate Member, provided proper notice thereof is given, any Appointed Trustee may be removed, with or without cause, by a vote of two-thirds (2/3) of the Trustees of the Corporate Member in attendance at said meeting.

SECTION 5.9 Vacancies.

Any vacancy occurring in the Appointed Trustees, including any vacancy created by reason of an increase in the number of Trustees, may be filled by the Board of Trustees of the Corporate Member at any meeting of said Board; provided, however, if the vacancy is occasioned because of the resignation, removal from office or death of a Trustee, any Trustee so appointed shall hold office until the expiration of said former Trustee's term of office, or until such replacement's earlier resignation, removal from office or death.

SECTION 5.10 Self-Evaluation.

Trustees shall evaluate their performance at least once each year and submit their self-evaluation report through the Board of Trustees of the Corporate Member to the Board of Directors of CHE.

SECTION 5.11 Compensation.

Trustees shall not receive any stated salaries for their services, but a reasonable amount may be allowed for reimbursement of expenses incurred in attending to their authorized duties, including but not limited to, their attendance at meetings and seminars; provided, however, except as may be limited by Article XIII below, nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

TRUSTEES' MEETINGS

SECTION 6.1 Regular Meetings.

Regular meetings of the Trustees shall be held not less than two (2) times each calendar year. At least one meeting shall be held not less than two (2) times each calendar year with one (1) of said meetings being designated as the Annual Meeting of the Trustees.

SECTION 6.2 Special Meetings.

Special meetings of the Trustees may be called at any time by:

- (a) The President of the Corporate Member;
- (b) The Chairman of the Board;
- (c) The President of the Corporation.

SECTION 6.3 Place of Meetings.

Meetings of the Trustees shall be held at the principal place of business of the Corporation or at such other place, either within or without the State of Florida, as the Trustees may from time to time designate; provided, however, no such meeting shall be held outside the State of Florida, if at least three (3) Trustees object in writing not less than three (3) days before such meeting.

SECTION 6.4 Notice of Meetings.

Written, printed or oral notice stating the place, day and hour of any regular or special meeting of the Trustees must be given to each Trustee not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the person or persons calling the meeting. Notice must be given either personally or by telephone, telegram, cablegram or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Trustee at his address, as it appears in the records of the Corporation, with postage thereon prepaid. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

SECTION 6.5 Waiver of Notice.

A written waiver of notice signed by any Trustee, whether before or after any meeting, shall be equivalent to the giving of timely notice to said Trustee. Attendance of a Trustee at a meeting of the Trustees shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Trustee attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Trustees need be specified in any written waiver of notice.

SECTION 6.6 Adjourned Meeting.

A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Trustees to another time and place. Notice of any such adjourned meeting shall be given to all Trustees, whether or not present at the time of the adjournment.

SECTION 6.7 Quorum.

A majority of the number of Trustees entitled to vote, as fixed by these shall constitute a quorum for the transaction of business at any meeting of the Trustees, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. Attendance shall be either in person or by telephonic, radio or similar communication whereby the distant Trustee and those Trustees present in person all hear and may speak to and be heard on the matters raised therein.

SECTION 6.8 Voting.

Each Trustee, including the ex officio Trustee, who is present at any meeting of the Trustees, whether in person or by telephonic, radio or similar communication, shall be entitled to one (1) vote on each matter submitted to a vote of the Trustees.

SECTION 6.9 Proxies Prohibited.

A Trustee may not vote by proxy.

SECTION 6.10 Action of Trustees.

Any action required or which may be taken by the Trustees pursuant hereto shall be taken and considered the act of the Trustees only if one of the following applies:

(a) Formal Action. The action is taken at a meeting of the Trustees at which a quorum is present, whether in person, by telephonic, radio or similar communication, and is taken pursuant to a vote of a majority of the Trustees so present, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or applicable law; or

(b) Informal Action. The action is taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Trustees. Such consent shall have the same effect as an unanimous vote.

SECTION 6.11 Recordation of Actions.

All actions of the Trustees shall be recorded in minutes, if taken during a meeting, or in an Action By Written Consent, if taken without a meeting, and such minutes or action shall be made available, upon request, to any member or Director of CHE, to any Trustee of the Corporate Member or to any Trustee of the Corporation.

SECTION 6.12 Privileged Attendees.

Notwithstanding anything in these Bylaws to the contrary, the Directors of CHE and the Trustees of the Corporate Member shall have the privilege to attend meetings of the Trustees.

SECTION 6.13 Procedure.

The Trustees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE VII

COMMITTEES

SECTION 7.1 Purposes and Designation.

The Corporation may maintain committees to serve in an advisory capacity to the Board of Trustees regarding those aspects of the business and affairs of the Corporation to which they have been delegated responsibility. The Board of Trustees or the Chairman thereof may designate one or more committees, as deemed necessary.

SECTION 7.2 Executive Committee.

The Corporation shall have an Executive Committee comprised of the Chairman of the Board, the President and the Secretary. The Executive Committee shall have and exercise all of the authority of the Trustees in the management of the Corporation except as such authority is limited by resolution of the Trustees, and any such action shall be submitted to the Trustees, for informational purposes, at the next meeting of Trustees subsequent to such action.

SECTION 7.3 Powers.

Except as otherwise provided in these Bylaws, a committee shall have and may exercise all the authority granted to it by the authority establishing said committee, and shall perform such duties as specified by the authority establishing such committee, except that no committee shall have the authority to:

- (a) Approve any actions or proposals required by the Amended and Restated Articles of Incorporation, Bylaws or applicable law, to be approved by the Board of Directors of CHE, the Board of Trustees of the Corporate Member or the Trustees of the Corporation;
- (b) Fill vacancies in the membership of the Trustees or any committee;
- (c) Adopt, amend or repeal these Bylaws;
- (d) Amend or repeal any resolution of the Trustees; or
- (e) Act on matters committed by these Bylaws or resolution of the Trustees to the Board of Directors of CHE, the Trustees of the Corporate Member or the Trustees of the Corporation or to another committee.

SECTION 7.4 Appointment of Committee Members.

As committees are deemed necessary or appropriate, the Chairman of the Board of Trustees shall appoint committee members, who may or may not be Trustees, and shall designate a chairman of each committee; provided, however, the members of any committee delegated authority to act on behalf of the Corporation, (except for the Executive Committee), shall be appointed by the Trustees from among their number.

SECTION 7.5 Number and Tenure of Committee Members.

Each committee shall have two or more members. The members and chairman of each committee shall take office on the day of their appointment and hold office until the next Annual Meeting of the Board of Trustees and until their successors have been appointed or until the earlier of their resignation, removal from committee or death or until the committee has been dissolved.

SECTION 7.6 Resignation of Committee Members.

Any committee member may resign therefrom by providing written notification of such resignation to the Chairman of the Board of Trustees, and any such resignation shall become effective immediately upon receipt of said written notification or at such later date as maybe specified in the notification.

SECTION 7.7 Removal of Committee Members.

Any committee member may be removed from office at any time, with or without cause, by (i) the Trustees, if such committee member was appointed by the Board of Trustees, or (ii) the Chairman of the Board of Trustees, if such committee member was appointed by the Chairman of the Board of Trustees.

SECTION 7.8 Vacancies.

Any vacancy occurring in the membership of a committee and any membership thereon to be filled by reason of an increase in the number of members of a committee may be filled by either by a majority vote of the Board of Trustees or by the Chairman thereof, depending on who appointed the members to such committee.

SECTION 7.9 Compensation.

Committee members shall not receive any stated salaries for their services, but a reasonable amount maybe allowed for reimbursement of expenses incurred in attending to their authorized duties, including but not limited to, their attendance at meetings and seminars; provided, however, except as may be limited by Article XIII below, nothing herein contained shall be construed to preclude any committee member from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII

COMMITTEE MEETINGS

SECTION 8.1 Meetings.

Meetings of any committee may be called at any time by:

- (a) The Chairman of the Committee; or
- (b) The President of the Corporation.

SECTION 8.2 Place of Meetings.

Committee meetings shall be held at the principal place of business of the Corporation or at such other place, either within or without the State of Florida, as the chairman of the committee may from time to time designate; provided, however, no such meeting shall be held outside the State of Florida if at least two (2) committee members object in writing not less than three (3) days before such meeting.

SECTION 8.3 Notice of Meetings.

Written, printed or oral notice stating the place, day and hour of any meeting of a committee must be given to each committee member not less than five (5) nor more than thirty (30) days before the committee meeting, by or at the direction of the person or persons calling the meeting. Notice must be given either personally or by telephone, telegram, cablegram or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the committee member at his address, as it appears in the records of the Corporation, with postage thereon prepaid. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

SECTION 8.4 Waiver of Notice.

A written waiver of notice signed by any committee member, whether before or after any meeting, shall be equivalent to the giving of timely notice to said committee member. Attendance of a committee member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a committee member attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of a committee need be specified in any written waiver of notice.

SECTION 8.5 Adjourned Meeting.

A majority of the committee members present, whether or not a quorum exists, may adjourn any meeting of a committee to another time and place. Notice of any such adjourned meeting shall be given to all committee members, whether or not present at the time of the

adjournment.

SECTION 8.6 Quorum.

A majority of the number of committee members entitled to vote, as fixed by these Bylaws, shall constitute a quorum for the transaction of business at any committee meeting, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. Attendance shall be either in person or by telephonic, radio or similar communication whereby the distant committee member and those committee members present in person all hear and may speak to and be heard on the matters raised therein.

SECTION 8.7 Voting.

Each committee member who is present at any committee meeting, whether in person or by telephonic, radio or similar communication, shall be entitled to one (1) vote on each matter submitted to a vote of the committee members.

SECTION 8.8 Proxies Prohibited.

A committee member may not vote by proxy.

SECTION 8.9 Action of Committees.

Any action required or which may be taken by a committee pursuant hereto shall be taken and considered the act of the committee only if one of the following applies:

(a) Formal Action. The action is taken at a meeting of the committee at which a quorum is present, whether in person, by telephonic, radio or similar communication, and is taken pursuant to a vote of a majority of the committee members so present, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or applicable law; or

(b) Informal Action. The action is taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the committee members. Such consent shall have the same effect as a unanimous vote.

SECTION 8.10 Recordation of Actions.

All actions of any committee shall be recorded in minutes, if taken during a meeting, or in an Action By Written Consent, if taken without a meeting, and shall be made available, upon request, to any member, any Director of CHE, any Trustee of the Corporate Member or to any Trustee of the Corporation.

SECTION 8.11 Procedure.

The committees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE IX OFFICERS

SECTION 9.1 Officers of the Corporation.

The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

SECTION 9.2 Chain of Authority.

When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to as the "absence" of the officer), the duties of the office shall, unless otherwise provided by the Board of Trustees of the Corporate Member, be performed by the next officer set forth in the following sequence: the President, Vice-President, if any, (in the order of their designation, or if no designation, in the order of their appointment), Secretary and Treasurer.

SECTION 9.3 Duties.

The officers of the Corporation shall have the following duties:

(a) President. The President shall be the chief executive officer of the Corporation and perform the duties associated with the management of the business and affairs of the Corporation and, such other duties as may be more particularly prescribed by these Bylaws or assigned by the Corporate Member or the Board of Trustees of the Corporation. The President shall appoint the executive director of the Corporation after consultation with the Corporation's Board of Trustees, and the President and such Board of Trustees shall jointly oversee the activities of the executive director who will be responsible for the day-to-day affairs of the Corporation.

(b) Vice-Presidents. The Vice-President(s), if any, including Senior, Assistant or other Vice-Presidents, shall perform such duties as may be assigned by the President.

(c) Secretary. Subject to the direction of the President, the Secretary of the Corporation shall

(i) Maintain a record and minutes of the meetings of the Trustees and all committees in one or more books provided for that purpose;

(ii) Assure that all notices are given in accordance with the provisions of the Bylaws and as required by law.

(iii) Assure that true and correct copies of the Corporation's Amended and Restated Articles of Incorporation, Bylaws, including any amendments thereto, are kept at the Corporation's registered office;

(iv) Be custodian of the corporate records and of the seal of the Corporation;

(v) Assure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these Bylaws; and

(vi) Perform other duties incident to the office of Secretary as may be more particularly prescribed in these Bylaws or assigned by the President.

(d) Treasurer. Subject to the direction of the President, the Treasurer of the Corporation shall:

(i) Have charge and custody of and be responsible for all funds and securities of the Corporation;

(ii) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever;

(iii) Deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and

(iv) Perform other duties incident to the office of Treasurer as may be more particularly prescribed in these Bylaws or assigned by the President.

SECTION 9.4 Appointment of Officers.

Officers of the Corporation shall be appointed as follows:

The President of the Corporation shall be the individual duly elected to serve as the President of St. Joseph's Hospital, Inc., a Florida not for profit corporation and such individual will serve in an ex-officio capacity for so long as he or she serves as President of St. Joseph's Hospital, Inc. The Secretary and Treasurer shall be appointed by the Board of Trustees at its Annual Meeting each year; provided, however, that in appointing the Secretary and the Treasurer, consideration shall be given to the recommendations of the President. All other Officers of the Corporation shall be appointed by the President of the Corporation. Any two or more offices may be held by the same person. If any current Officer is not re-appointed at the Annual Meeting of the Board of Trustees, a vacancy in said office shall be deemed to exist.

SECTION 9.5 Tenure of Officers.

Each officer of the Corporation shall take and hold office from the date of the officer's appointment, as the case may be, and shall hold office until one of the following occurs:

(a) If appointed by the Board of Trustees, the officer shall hold office for one (1) year and until his successor has been duly appointed and qualified or until his earlier resignation, removal from office or death; or

(b) If appointed by the President, the officer shall hold office at the will of the President.

SECTION 9.6 Resignation of Officers.

Any officer may resign at any time by providing written notification of such resignation, (i) if appointed by the Board of Trustees, to the Chairman of the Board of Trustees, and (ii) if appointed by the President, to the President; and such resignation shall become effective immediately upon receipt of said notification or at such later date a may be specified in the notification.

SECTION 9.7 Removal of Officers.

Any officer may be removed at any time, with or without cause, by the authority appointing said officer.

SECTION 9.8 Vacancies.

A vacancy in any office may be filled at any time by the authority electing or appointing said officer.

SECTION 9.9 Compensation.

The Board of Trustees of the Corporate Member shall establish the annual compensation for the President, and the President shall establish the annual compensation for all other officers.

SECTION 9.10 Bonds of Officers of the Corporation.

The Trustees may secure the fidelity of any or all of the officers of the Corporation by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Trustees.

ARTICLE X

CONTRACTS

All contracts or other documents authorized by the Corporate Member or the Trustees to be executed in the name and on behalf of the Corporation shall be signed by such Officer or

Officers, agent or agents of the Corporation as the Trustees may from time to time designate, and in such manner as may be prescribed by the Trustees. All instruments to be executed in the name and on behalf of the Corporation may be signed by the President or Executive Vice-President and attested by the Secretary or Assistant Secretary, if any, of the Corporation or by such other Officers who are specifically delegated such authority by the President or Executive Vice-President.

ARTICLE XI

FINANCIAL TRANSACTIONS

SECTION 11.1 Deposits.

All funds of the Corporation shall be promptly deposited to the credit of the Corporation in one or more such banks, trust companies or other depositories as the Trustees may from time to time designate, and upon such terms and conditions as may be prescribed by the Trustees. The Trustees may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

SECTION 11.2 Withdrawals.

All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation as the Trustees may from time to time designate, and in such manner as may be prescribed by the Trustees. In the absence of specific signatories being designated by the Trustees, all such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 11.3 Records.

The Corporation shall keep records and complete records of all its financial transactions, which records shall be open to inspection at any reasonable time by any Director of CHE, any Trustee of the Corporate Member or any Trustee of the Corporation.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Member, Trustee or Officer or former Member, Trustee or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted there against, by action in court or otherwise, by reason of such person being or having been such Member, Trustee or Officer, except in relation to matters as to which such person shall have been guilty of gross negligence

or gross misconduct with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services performed on behalf of the Corporation.

This section shall be an addition to the rights that the Member, Trustees and Officers have under the Corporation's Articles of Incorporation or the Florida Not For Profit Corporation Act, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision.

ARTICLE XIII

DUALITY OF INTEREST

Except for contracts and transactions between the Corporation and any Constituent Corporation or any other organization affiliated with the Corporation, any contract or other transaction between the Corporation and any Member, Trustee or Officer, or between the Corporation and any other corporation, firm, association or other entity in which any Member, Trustee or Officer is a director, trustee, partner or officer or has a significant financial or influential interest, may be declared void or voidable by the Trustees unless all of the following conditions are met:

(a) The relevant and material facts as to such Member's, Trustee's or Officer's interest in such contract or transaction and as to any common directorship, trusteeship, partnership, officership, or financial or influential interest were disclosed in good faith in advance, by such Member, Trustee or Officer, to the Trustees, and such facts are reflected in the minutes of a meeting of the Trustees;

(b) The relevant and material facts, if any, known to such interested Member, Trustee or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such Member, Trustee or Officer to the Trustees and such facts are reflected in the minutes of a meeting of the Trustees;

(c) Such interested Member, Trustee or Officer has, as determined by the judgment of the Trustees and reflected in the minutes of a meeting of the Trustees:

(i) Made the disclosures and fully responded to questions concerning the matters referred to in subsections (a) and (b) above;

(ii) Fully met the burden of proof that the contract or transaction was fair and reasonable to the Corporation at the time such contract or transaction was authorized; and

(iii) Not otherwise significantly influenced the action of the Trustees with respect to the contract or transaction;

(d) The Trustees authorized such contract or transaction by a vote of at least two-thirds (2/3) of the Trustees entitled to vote at a meeting at which a quorum was present, and such interested Member, Trustee or Officer was not counted in determining the presence of a quorum or in determining the two-thirds (2/3) vote; and

(e) Such interested Member, Trustee or Officer was not present at the time the vote was taken.

ARTICLE XIV

MISCELLANEOUS

SECTION 14.1 Fiscal Year.

The fiscal year of the Corporation shall be the fiscal year as may be designated from time to time by the Trustees.

SECTION 14.2 Seal.

The Corporation shall adopt a seal capable of making a circular impression on bond paper, which impression shall contain within the circle the name of the Corporation and the year of its establishment.

SECTION 14.3 Vote by Presiding Officer.

The person acting as presiding officer at a meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

SECTION 14.4 Gender and Number.

Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

SECTION 14.5 Articles and Other Headings.

The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE XV

AMENDMENTS

The Articles of Incorporation and these Bylaws may be amended, modified, or restated only in accordance with Articles IV and V of these Bylaws.