

**AMENDED AND RESTATED BYLAWS
OF
MUNROE REGIONAL HEALTH SYSTEM, INC.**
A Florida Nonprofit Corporation

**ARTICLE I
POWERS**

Except as limited by the Articles of Incorporation or these Bylaws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by Chapters 607 and 617 of the Florida Statutes. Such powers shall include, but not be limited to, the power to sue and be sued; to contract and be contracted with; to acquire, purchase, hold, lease, mortgage and convey such real and personal property as the Board may deem proper or expedient to carry out the purposes of the Corporation; and to fix the compensation of all Employed Staff.

**ARTICLE II
OFFICES**

The Corporation shall have and continuously maintain in the State a registered office and resident agent. The principal office shall be at 1121 SW 1st Avenue, Ocala, FL 34471.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 3.1. GENERAL POWERS. All of the business and affairs of the Corporation shall be governed by the Board in a manner consistent with these Bylaws and other applicable law. The Board may authorize one or more Board Committees to make recommendations to the Board on specific matters.

SECTION 3.2. NUMBER, QUALIFICATIONS, ELECTION, AND TENURE.

3.2.1 **Number.** The total number constituting the members of the Board shall be seven (7).

3.2.2 **Trustees as Directors.** The seven (7) members of the Board shall be the seven (7) members of the Board of Trustees of the Marion County Hospital District. A Trustee's term as a Director of the corporation shall commence and expire concurrently with his/her term of office as a Trustee. Removal or resignation or termination as a Trustee shall affect immediately a removal from membership of the Board of the Corporation.

SECTION 3.3. REGULAR MEETINGS. An annual meeting of the Board shall be held concurrently with the annual monthly meeting in January of the Marion County Hospital District each year for the purpose electing Directors and Officers, and for the transaction of such other business as may come before the meeting. The Board shall provide by resolution for the holding

of additional regular meetings so that the Board shall meet at least ten (10) times annually and at least once each calendar quarter. The Board may by resolution prescribe the time and place for holding of regular meetings.

SECTION 3.4. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the direction of the Board Chairman, the Vice Chairman, or the written request of a majority of the members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof.

SECTION 3.5. NOTICE. Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be published in writing at least seven days prior thereto. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by statute. Any written notice required by these Bylaws may be given via electronic means, including e-mail or facsimile transmission. Notices to all meetings shall be posted on the Hospital District's website and otherwise comply with the requirements of Florida's government in the Sunshine laws.

SECTION 3.6. OPEN BOARD MEETINGS. Notwithstanding anything to the contrary in these Bylaws, the Corporation is committed to public involvement in and awareness of its affairs and in connection therewith agrees to conduct all of its Board meetings, both regular and special, in accordance with and subject to those same public notice and open meeting requirements adhered to by the Marion County Hospital District.

SECTION 3.7. QUORUM. Three (3) of said Board members shall constitute a quorum and a vote of at least three of said Board members shall be necessary for the transaction of any business at any regular or special meeting.

SECTION 3.8. RESIGNATIONS. Any member of the Board may resign from the Board at any time by giving written notice to the Board Chairman, Vice Chairman or the Secretary/Treasurer and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.9. EXPENSE REIMBURSEMENT. Members of the Board, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties.

SECTION 3.10. PROCEDURE. The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE IV BOARD COMMITTEES

The Board shall have the authority to establish such committees as may be needed from time to time as determined by the Board, including advisory committees of persons to consult with the Board on matters to be determined by the Board. The Chairman of the Board shall appoint the committee members and designate a Chairman of the committee at the annual monthly meeting in January, or as soon thereafter as may be convenient. Committees shall consist of at least three Board members and require at least three committee members to be present to constitute a quorum. Minutes of the Committee meetings shall be kept and maintained by the Corporation. If needed, the Chairman may create committees prior to the annual meeting. The chairman may also select non-board members to be committee members. Such non-board committee members can fully participate at committee meetings and may vote at said committee meetings.

ARTICLE V OFFICERS AND EXECUTIVE DIRECTORS

SECTION 5.1. ELECTION. The Officers of the Board shall include a Board Chairman, a Vice-Chairman and Secretary/Treasurer. All officers of the Board shall be elected each year by the Board at its annual monthly January meeting each year. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. Each officer of the Board shall be limited to two (2) one (1) year terms for each office. Each officer shall hold office from the date of such officer's election until the next annual monthly January meeting of the Board and until such officer's successor shall have been duly elected and qualified, unless such officer shall sooner resign or be removed.

SECTION 5.2 VACANCIES. Should any officer of the Board resign from office, the vacancy created in the office shall be filled pursuant to an election by the Board of another of its members to said office to serve until the next succeeding annual monthly January meeting of the Board. Should a vacancy in any office occur and the Board member discontinue Board membership, the vacancy of the Board shall first be filled by appointment in accordance with Section 3, Chapter 2008-273, Laws of Florida, 2008, as Amended. If the retiring Board member was an officer, the Chairman may select a remaining Board member to the vacant office. At the Board meeting following the appointment to fill the Board vacancy, the Board shall then elect one of its members to serve in said office until the next regular annual monthly January meeting.

SECTION 5.3. DUTIES.

(a) The Chairman of the Board shall preside at all meetings of the Board and shall perform such other duties as may be set forth in the By-Laws and as are incident to the Chairman's office.

(b) The Vice-Chairman shall serve in the capacity of Chairman during the absence or disability of the Chairman and with equal power.

(c) The Treasurer shall ensure that complete books of account of financial affairs of the Board are kept as required by these By-Laws and that complete and detailed

statements of these financial affairs are published and made available in accordance with Section 5 and Section 32, Chapter 2008-273, Laws of Florida, 2008. The office of Treasurer may be held by a person holding the office of Secretary.

(d) The Secretary shall be responsible for the proper issuance of notices of meetings of the Board as such notices are required by these By-Laws, shall maintain complete and accurate minutes of all proceedings of the Board, as required by Section 5, Chapter 2008, 273, Laws of Florida, 2008, shall attend to all correspondence of the Board and shall perform such other duties, functions and obligations as may be directed by the Board.

SECTION 5.4. EXECUTIVE DIRECTOR. The Executive Director shall be the Chief Executive Officer of the Corporation and have overall supervision of the business and affairs of the Corporation. The Executive Director may sign, with the Secretary/Treasurer or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or, by these Bylaws or by statute, to the Chairman or other agent of the Board or Corporation; and shall perform such other duties as may be prescribed by the Board from time to time. The Executive Director shall receive a salary as determined by the Board and may also serve as the Executive Director of the Marion County Hospital District at the discretion of the Board.

SECTION 5.5. BONDS OF OFFICERS. The fidelity bonds for the Trustees shall also serve as fidelity bonds for any or all Officers of the Corporation in such terms and with such surety or sureties, conditions, penalties or securities required by the Hospital District.

ARTICLE VI MISCELLANEOUS

SECTION 6.1. CHECKS, DRAFTS, ETC. 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 the Executive Director or Chairman of the Board

SECTION 6.2. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board 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 6.3. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes or for and consistent with any specific purpose of the Corporation.

SECTION 6.4. BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation, which records shall be open to inspection by the members of the Board and general public.

SECTION 6.5. FISCAL YEAR; ACCOUNTING ELECTION. The fiscal year of and method of accounting for the Corporation shall be as the Board shall at any time determine.

SECTION 6.6. ANNUAL OPERATION REPORT. The Executive Director shall cause an Annual Report to be submitted to the Board no later than 150 days after the close of each fiscal year of the Corporation. Such Annual Report shall include, without limitation, the following identified elements:

6.6.1 The Organization Chart for the Corporation's current fiscal year and a listing of those persons serving as: (i) members of the Board and Board Committees, and (ii) Officers of the Board and Administrative Officers; and

6.6.2 Such summary financial information as will present an accurate representation of the financial results of the Corporation during the previous fiscal year.

SECTION 6.7 ANNUAL FISCAL REPORT. The Executive Director and Secretary/Treasurer shall verify and cause an annual report to be submitted to the Board after the close of each fiscal year of the Corporation. Such annual fiscal report must conform to accounting principles generally accepted in the United States of America as promulgated by the American Institute of Certified Public Accountants and shall include, without limitation, the following identified elements concerning the Corporation:

6.7.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

6.7.2 The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

6.7.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

6.7.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

SECTION 6.8. LOANS. No loans shall be made by the Corporation to members of the Board, any Officer, employee or the Executive Director. The members of the Board who vote for or assent to the making of a loan or Officer participating in the making of such loan, shall be jointly and severally liable to the Corporation for immediate repayment of the amount of such loan.

SECTION 6.9. INDEMNIFICATION OF MEMBERS OF THE BOARD, OFFICERS AND OTHERS. The Corporation shall indemnify any member or the Board or Officer or former member of the Board or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted by action in

court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought and to the extent permitted by the provisions of the Not-for-Profit Corporation Law of the State. By order of the Board, 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 as members of Board Committees, Officers or other officials of the Corporation.

SECTION 6.10. INSURANCE. Nothing herein provided shall limit or otherwise affect the power of the Corporation to purchase and maintain insurance on behalf of any person who is or was an Officer, member of the Board, employee or agent of the Corporation or is or was serving at the request of the Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of these Bylaws or any applicable law. To the extent such insurance operates to protect any person against liability, the Corporation's obligation to indemnify shall be deemed satisfied.

SECTION 6.11. CONFLICTS OF INTEREST AND STANDARDS OF CONDUCT. The Board or Committee members shall have a duty to disclose any personal conflicts to the Board. The Board shall review and investigate the conflict of interest. A conflict of interest may be grounds for removal from the Board or Committee in accordance with the Bylaws and/or the provisions of the governing documents of the District as is appropriate. The provisions of Section 112.313, *Florida Statutes* (2017), as the same may hereafter be amended are hereby adopted and where not inconsistent with Section 112.313, Fla. Stat. (2017), the corporation's policy on conflict of interest and disclosure of certain interests, for the purpose of dealing with conflicts of interest and standards of conduct shall be applicable to the Board, Officers and Committee members of the Corporation. The provisions of this section shall not prevent a physician Board member from rendering medical care to that Board member's patients within the premises of any hospital or health care facilities owned by the District in the regular course of practice of medicine.

SECTION 6.12. RULES. The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, Board Committees, and employees.

SECTION 6.13. VOTE BY PRESIDING OFFICER. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote and fully participate at said meeting on the same basis as if not acting as presiding officer.

SECTION 6.14. 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 6.15. 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.

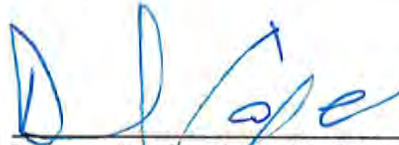
**ARTICLE VII
AMENDMENTS TO ARTICLES AND BYLAWS**

SECTION 7.1. ARTICLES OF INCORPORATION. The Articles of Incorporation may be altered, amended or repealed only by the vote of at least five (5) of the members of the Board.

SECTION 7.2. BYLAWS. The Bylaws of the Corporation may be altered, amended or repealed only by the vote of at least five (5) of the members of the Board; provided, however, that no section of these Bylaws be added, amended, altered or repealed the effect of which would be to affect the removal (as opposed to the resignation) of any Board member.

These Amended and Restated Bylaws Adopted this 27th day of March, 2017 to be effective March 27th, 2017.

Dated this 27th day of March, 2017.




Munroe Regional Health System, Inc.
David Cope, Chairman

SECRETARY/TREASURER'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Amended and Restated Bylaws of MUNROE REGIONAL HEALTH SYSTEM, INC. have been duly adopted by the Board at the meeting held on March 27th, 2017.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of Corporation has signed this Certificate and affixed the seal of the Corporation hereon this 27th day of March, 2017.



Sam McConnell, Secretary/Treasurer
Munroe Regional Health System, Inc.