

**FIFTH RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
HEALTH MANAGEMENT ASSOCIATES, INC.**

**DULY ADOPTED IN ACCORDANCE WITH SECTIONS 245 AND 242  
OF THE DELAWARE GENERAL CORPORATION LAW**

**INCORPORATED ON SEPTEMBER 26, 1979**

The name under which the Corporation was formed was H.M.A., Inc.

This Fifth Restated Certificate of Incorporation restates and integrates, and further amends, the provisions of the Corporation's Certificate of Incorporation as heretofore amended or supplemented. The amendments effected by this Fifth Restated Certificate of Incorporation are an increase in the number of authorized shares of the Corporation's Class A Common Stock, and the elimination of the Corporation's Class B Non-Voting Common Stock and Class C Non-Voting Common Stock, no shares of either of which classes are outstanding.

**Article 1.** The name of the Corporation is Health Management Associates, Inc. The name under which the Corporation was formed was H.M.A., Inc.

**Article 2.** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**Article 3.** The nature of business or purposes to be conducted or promoted is:

To own, operate, manage and maintain hospitals and related facilities. To own and operate subsidiaries in related and unrelated areas.

To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**Article 4.** The total number of shares of capital stock which the Corporation has authority to issue is 155,000,000 shares, consisting of:

A. 150,000,000 shares of Class A Common Stock, par value \$.01 per share ("Common Stock"); and

B. 5,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock").

The designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock and the Preferred Stock are as follows:

(a) *Common Stock.* Except as may otherwise be required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. Except for and subject to those rights expressly granted to the holders of Preferred Stock, the holders of Common Stock shall exclusively have all other rights of stockholders of the Corporation. Except as may otherwise be required by applicable law, the holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation. In any election of directors, no holder of Common Stock who is entitled to vote for directors shall be entitled to cumulate his votes by giving one candidate more than one vote per share.

(b) *Preferred Stock.* Shares of Preferred Stock may be issued in one or more series at such time or times, and for such consideration or considerations, as the Board of Directors may determine. All shares of any one series of Preferred Stock shall be identical with each other in all respects. All series shall rank equally and be identical in all respects, except as hereinafter specifically set forth. The Board of Directors is authorized, at any time and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as are stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in the Corporation's Certificate of Incorporation, as amended or supplemented, including without limitation determination of any of the following:

(i) a distinctive serial designation and the number of shares constituting a series;

(ii) the terms upon which the shares are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments thereof, if any, at which the conversion or exchange may be made, and any other terms and conditions of the conversion or exchange;

(iii) the voting powers, full or limited, if any, of the shares of the series;

(iv) the amount or amounts payable upon the shares in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation prior to any payment or distribution of the assets of the Corporation to any class or classes of stock of the Corporation ranking junior to Preferred Stock;

(v) whether the shares are redeemable and, if so, the price or prices at which, and the terms and conditions upon which, the shares may be redeemed;

(vi) whether the shares are entitled to receive dividends and, if so, the dividend rate or rates; whether dividends have a preference to the payment of dividends on any other class or classes of stock of the Corporation ranking junior to Preferred

Stock; whether dividends are cumulative and, if so, from which date; the payment date or dates for dividends; and the participating or other special rights, if any, with respect to dividends; and

(vii) any other preferences, privileges and powers, and relative, participating, optional or other special rights and qualifications, limitations or restrictions of a series, as the Board of Directors may deem advisable and as are not inconsistent with the provisions of the Corporation's Certificate of Incorporation, as amended or supplemented.

**Article 5.** The Corporation is to have perpetual existence.

**Article 6.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

**Article 7.**

(a) Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

(b) Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

(c) Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**Article 8.**

(a) Without the affirmative vote of the holders of record of 70 percent of the shares of Common Stock entitled to vote thereon, the Corporation shall not:

(i) consolidate with or merge into or with any other Person (as defined below) unless the Corporation is the survivor of such consolidation or merger and no Change of Control (as defined below) has occurred thereby;

(ii) sell, lease, exchange, transfer (by liquidation or otherwise) or otherwise dispose of all or substantially all of its properties and assets (or the properties and assets of all of its Subsidiaries (as defined below), taken as a whole) to any Person or Persons, whether in a single transaction or a series of related transactions; or

(iii) amend or otherwise modify or repeal this Article 8.

(b) For the purposes of this Article 8, the following terms shall have the following meanings:

(i) "Affiliate" of a Person is any other Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, such Person.

(ii) "Change of Control" shall be deemed to have occurred if and when any Person or Persons shall become the beneficial owner or owners, directly or indirectly, of 50 percent or more of the Common Stock.

(iii) "Control" (including the terms "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

(iv) "Person" means and includes any individual, partnership, corporation, trust, unincorporated organization or other entity, and any government or governmental authority, agency or political subdivision thereof. The term "Persons" shall include a Person and all Affiliates of such Person. The term "Person" and "Persons" shall also include any person or group of persons within the meaning of the Securities Exchange Act of 1934, as amended.

(v) "Subsidiaries" means, with respect to the Corporation, all corporations, partnerships, joint ventures, trusts and other entities of which the Corporation, directly or indirectly, owns an amount of voting securities, or possesses other ownership interests, having the power, direct or indirect, to elect a majority of the Board of Directors or other governing body thereof.

**Article 9.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Certificate of Incorporation, as amended or supplemented, in

the manner now or hereafter prescribed by statute and by the Corporation's Certificate of Incorporation, as amended or supplemented, and all rights conferred upon stockholders herein are granted subject of this reservation.

**Article 10.** A member of the Corporation's Board of Directors shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except for liability of the director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, relating to the payment of unlawful dividends or unlawful stock repurchases or redemptions, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further eliminate or limit the liability of a director of a corporation, then a director of the Corporation, in addition to the circumstances set forth herein, shall have no liability as a director (or such liability shall be limited) to the fullest extent permitted by the Delaware General Corporation Law as so amended. No repeal or modification of the foregoing provisions of this Article 10 nor, to the fullest extent permitted by law, any modification of law, shall adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**Article 11.**

(a) Each person who was or is made a party or is threatened to be made party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by the indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; *provided, however,* that, except as provided in section (b) of this Article with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred by this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of

expenses"); *provided, however*, that, if the Delaware General Corporation Law so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

(b) If a claim under section (a) of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by an indemnitee to enforce a right to indemnification hereunder (other than a suit brought by an indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. In any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense of such a suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to such indemnification or to such advancement of expenses, under this Article or otherwise, shall be on the Corporation.

(c) The rights to indemnification and to the advancement of expenses conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation, as amended or supplemented, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation, or another corporation, partnership, joint venture, trust or other enterprise, against any expense, liability or loss.

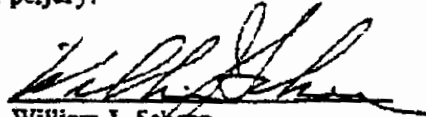
whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

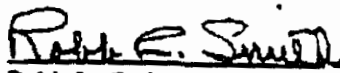
This Fifth Restated Certificate of Incorporation shall be effective on the date of filing by the Secretary of State of the State of Delaware.

We, the undersigned Chairman of the Board, President and Chief Executive Officer and Secretary, respectively, of the Corporation, for the purpose of restating and integrating, and further amending, the provisions of the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, hereby certify: that at all times since approximately December 1, 1994, no shares of the Corporation's Class B Non-Voting Common Stock, and no shares of the Corporation's Class C Non-Voting Common Stock, have been outstanding; that this Fifth Restated Certificate of Incorporation, and the amendments contained herein, were duly adopted by the Board of Directors of the Corporation, declaring their advisability, at a meeting duly called and held on December 13, 1994; that thereafter, this Fifth Restated Certificate of Incorporation, and the amendments contained herein, were proposed by the Board of Directors and, on February 21, 1995, at the annual meeting of stockholders of the Corporation duly called and held upon notice in accordance with the provisions of Section 222 of the Delaware General Corporation Law, duly adopted by a majority of the outstanding stock entitled to vote thereon; that this Fifth Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 245 and 242 of the Delaware General Corporation Law; and that the capital of the Corporation shall not be reduced under or by reason of the amendments contained herein. Accordingly, we have hereunder set our hands and seal this 21 day of FEBRUARY, 1995, and hereby affirm the truth of the statements contained herein under the penalties of perjury.

[Corporate Seal]

  
William J. Schoen,  
Chairman of the Board, President  
and Chief Executive Officer

ATTEST:

  
Robb L. Smith,  
Secretary

CERTIFICATE OF AMENDMENT  
OF THE  
FIFTH RESTATED CERTIFICATE OF INCORPORATION  
OF  
HEALTH MANAGEMENT ASSOCIATES, INC.

HEALTH MANAGEMENT ASSOCIATES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The name of the Corporation is Health Management Associates, Inc.  
The name under which the Corporation was formed was H.M.A., Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 26, 1979. The Fifth Restated Certificate of Incorporation of the Corporation was filed by the Department of State on February 21, 1995. A Certificate of Amendment of the Fifth Restated Certificate of Incorporation of the Corporation was filed by the Department of State on March 6, 1997.

THIRD: The first paragraph of Article 4 of the Fifth Restated Certificate of Incorporation is hereby amended in its entirety to provide as follows:

Article 4. The total number of shares of capital stock which the corporation has authority to issue is 755,000,000 shares, consisting of:

- A. 750,000,000 shares of Class A Common Stock, par value \$.01 per share ("Common Stock"); and
- B. 5,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock").

All of the provisions of Article 4 of the Fifth Restated Certificate of Incorporation other than the first paragraph thereof shall remain in full force and effect, unchanged by this Amendment.

FOURTH: This Amendment of the Fifth Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation, declaring its advisability, at a meeting duly called and held on December 15, 1998. Thereafter, on February 16, 1999, the annual meeting of stockholders of the



Corporation was duly called and held, upon notice in accordance with the provisions of Section 222 of the General Corporation Law of the State of Delaware, at which meeting a majority of the outstanding stock entitled to vote thereon was voted in favor of this Amendment.  
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FIFTH: This Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation of the State of Delaware.

SIXTH: The capital of the Corporation shall not be reduced under or by reason this Amendment.

IN WITNESS WHEREOF, HEALTH MANAGEMENT ASSOCIATES, INC. has caused this Certificate to be signed by William J. Schoen, its Chairman of the Board and Chief Executive Officer, and Timothy R. Parry, its Corporate Secretary, this 3<sup>rd</sup>/ day of March, 1999.

/s/ William J. Schoen  
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William J. Schoen,  
Chairman of the Board and Chief  
Executive Officer

[As Filed: 12-23-1999]