

761214

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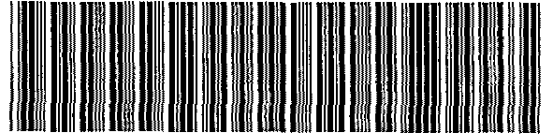
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Hospice of Martin + St. Louis Inc. 741214
(Corporation Name) (Document #)
2. _____
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	_____
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RESTATED
ARTICLES OF INCORPORATION
OF
THE HOSPICE OF MARTIN & ST. LUCIE, INC.

Document Number: 761214

**(Pursuant to Sections 617.1002 and 617.1007 of the
Florida Not For Profit Corporation Act)**

FILED
04 OCT -1 AM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Hospice of Martin & St. Lucie, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Not for Profit Corporation Act (the "Florida Not for Profit Corporation Act") (this "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is The Hospice of Martin & St. Lucie, Inc. and that this Corporation was originally incorporated pursuant to the Florida Not for Profit Corporation Act on December 23, 1981 under the name "Hospice of Martin, Inc."

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the current Articles of Incorporation of this Corporation, declaring said amendment and restatement to be advisable and in the best interests of this Corporation and its members, and authorizing the appropriate officers of this Corporation to solicit the consent of the members therefor, which resolution setting forth the proposed amendment and restatement is as follows:

"RESOLVED, that the current Articles of Incorporation of this Corporation shall be amended and restated in its entirety as follows (the following amended and restated Articles of Incorporation shall be referred to as these "Restated Articles of Incorporation"):

ARTICLE I

NAME; PRINCIPAL OFFICE

The name of this Corporation is "THE HOSPICE OF MARTIN & ST. LUCIE, INC.". The principal office of this Corporation is located at: 1201 South East Indian Street, Stuart, Florida 34997.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

EFFECTIVE TIME

These Restated Articles of Incorporation of this Corporation shall be effective as of October 1, 2004 (the "Effective Time").

ARTICLE IV

PURPOSES

A. The purposes for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of 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, including;

(1) the establishment and operation of a comprehensive program to deal with the medical and psychosocial problems of persons with life limiting disease and the related problems of their families and significant others, including bereavement;

(2) the provision of a full continuum of palliative and supportive care and other hospice services for terminally ill patients and their families within the requirements and guidelines of Part VI of Chapter 400 of the Florida Statutes, or any successor provisions of Florida law; and

(3) the development and support of programs of public and professional education in the field of medical and psychosocial care and counseling of terminally ill persons and those close to them and for the families and significant others of deceased persons including community outreach and crisis intervention.

B. This Corporation is a member of a group of affiliated corporations. The parent corporation is Health and Palliative Services of the Treasure Coast, Inc., a Florida not for profit corporation, which is the sole member of: (i) this Corporation; (ii) Hospice of the Treasure Coast, Incorporated, a Florida not for profit corporation (which together with this Corporation shall hereinafter be referred to as the "Hospices," and each of which separately shall hereinafter be referred to as a Hospice); and (iii) The Hospice Foundation of Martin & St. Lucie, Inc., a Florida not for profit corporation (the "Foundation"). This Corporation will support, coordinate, cooperate and contract with such affiliated corporations in order to foster an efficient, effective and integrated health care delivery system.

C. No dividends shall be paid, and no part of the income of this Corporation shall be distributed or inure to the benefit of any member, director, officer or private person, 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 Paragraphs A and B of this Article. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida, provided, however, that this Corporation is not empowered, except to an insubstantial degree, to engage in any activity that in itself is not in furtherance of its purposes as set forth in Paragraphs A and B of this Article.

E. Other provisions of these Restated Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by: (a) 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) a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

TERM

This Corporation shall have a perpetual existence.

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators of this Corporation are set forth in the initial Articles of Incorporation of this Corporation.

ARTICLE VII

SOLE MEMBER

The sole member of this Corporation shall be Health and Palliative Services of the Treasure Coast, Inc., a Florida not for profit corporation. Membership in this Corporation is not transferable or assignable.

ARTICLE VIII

APPOINTMENT AND REMOVAL OF DIRECTORS

The affairs of this Corporation shall be managed by the Board of Directors, which shall consist of not less than three (3), nor more than five (5) members as shall be established by the sole member of this Corporation. All Directors shall be appointed by the sole member of this Corporation as more fully described in the Bylaws of this Corporation. The sole member of this Corporation shall have the right to remove any Directors at any time with or without cause.

ARTICLE IX

BOARD OF DIRECTORS

As of the Effective Time, the Board of Directors under these Restated Articles of Incorporation shall consist of three (3) members, whose names and addresses are set forth below. *Each member of this initial Board of Directors shall serve as a Director until his/her successor has been appointed by the sole member of this Corporation and has qualified or until his/her earlier resignation, removal from office or death.*

Director

- (1) D. Kent Norman
1201 South East Indian Street
Stuart, Florida 34997
- (2) James Laseter
805 Virginia Avenue, Suite 1
Fort Pierce, Florida 34982
- (3) H. Ray Eller
770 South West Bittern Street
Palm City, Florida 34990

ARTICLE X

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 1201 South East Indian Street, Stuart, Florida, 34997. The registered agent at such address shall be D. Kent Norman.

ARTICLE XI

BYLAWS

This Corporation shall have Bylaws for the conduct of its business and the carrying out of its purposes as shall be adopted by the sole member of this Corporation from time to time. The Bylaws may be adopted, amended, altered or rescinded solely by the board of directors of the sole member of this Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

These Restated Articles of Incorporation may be amended solely by the board of directors of the sole member of this Corporation.

ARTICLE XIII

DISSOLUTION

Should this Corporation be dissolved, after payment or making provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to the sole member of this Corporation. In the event the sole member of this Corporation is not then in existence, or does not at such time qualify as an exempt organization 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 is otherwise unable for any reason to accept title to such assets, then all of the assets of this Corporation shall be distributed in such manner, and to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the proper Court of the County in which the principal office is then located, in such manner and to such exempt organization or organizations or government, as said Court shall determine.

ARTICLE XIV

RESTRICTIONS ON THE AUTHORITY OF THE BOARD OF DIRECTORS

The Board of Directors of this Corporation may not, without the prior approval of Health and Palliative Services of the Treasure Coast, Inc., as the sole member of this Corporation, take any of the following actions:

- (a) Adopt a plan of dissolution of this Corporation;

(b) Authorize this Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of this Corporation;

(c) Adopt a plan of merger or consolidation of this Corporation with another corporation;

(d) Adopt any annual or long-term capital and operational budgets of this Corporation or approve any changes therein exceeding ten percent (10%) of any budgeted item;

(e) Enter into, amend or take any action to terminate any lease or other agreement between this Corporation and any affiliated entity, including the sole member of this Corporation, the other Hospice, and the Foundation, with respect to hospice facilities, property, assets or personnel;

(f) Enter into any agreement having a term in excess of one year that cannot be cancelled on thirty (30) days notice without penalty;

(g) Incur any indebtedness or liability with respect to any transaction or group of related transactions in an amount in excess of \$50,000.00;

(h) Take any action which would, or reasonably could be expected to, result in an adverse variance (on an annualized basis) of any budgeted expense category of greater than ten percent (10%) of total annual budgeted expenses;

(i) Appoint or remove the independent auditors of this Corporation;

(j) Select or remove the chief executive officer of this Corporation;

(k) Adopt or permit any changes to any long-term, strategic or master institutional plans of this Corporation;

(l) Amend or terminate either (i) that certain Affiliation Agreement to be effective as of the Effective Time, by and among this Corporation, the other Hospice, and the Foundation, or (ii) that certain Administrative Services and Support Agreement to be effective as of the Effective Time, by and among this Corporation, the sole member of this Corporation, the other Hospice and the Foundation; or

(m) Take any action reserved, from time to time, by the sole member.

* * *

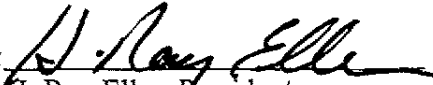
THIRD: The foregoing amendment and restatement was approved by the members of said corporation in accordance with Section 617.1002 of the Florida Not for Profit Corporation Act.

FOURTH: The amendment and restatement was adopted by the members of said corporation on September ~~21~~³⁰, 2004 and the number of votes cast for the amendment and restatement was sufficient for approval.

FIFTH: That said amendment and restatement was duly adopted in accordance with the provisions of Section 617.1002 and Section 617.1007 of the Florida Not for Profit Corporation Act.

SIXTH: That said amendment and restatement shall be effective as of October 1, 2004.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed by the President of The Hospice of Martin & St. Lucie, Inc. on this 27th day of September, 2004.

By: 
H. Ray Eller, President

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 27th day of September, 2004.

By: 
D. Kent Norman, Registered Agent