

762720

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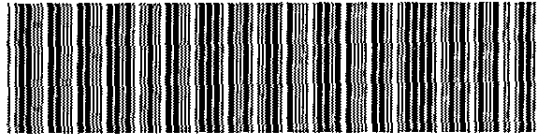
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
07 SEP 10 PM 2:33

Amend & Rest H/C

C. Couffette SEP 10 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hospice of Naples, Inc.

DOCUMENT NUMBER: 762720

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert D. Newell, Jr.

(Name of Contact Person)

Newell, Terry & Douglas

(Firm/ Company)

817 North Gadsden Street

(Address)

Tallahassee, FL 32303

(City/ State and Zip Code)

For further information concerning this matter, please call:

Nancy Wommack

(Name of Contact Person)

at (850) 681-3883

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 14, 2007

ROBERT D. NEWELL, JR
NEWELL, TERRY & DOUGLAS
817 NORTH GADSDEN ST
TALLAHASSEE, FL 32303

SUBJECT: HOSPICE OF NAPLES, INC.
Ref. Number: 762720

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

We have received your document for HOSPICE OF NAPLES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 507A00049543

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOSPICE OF NAPLES, INC.
A Florida Not-For-Profit Corporation
Document Number 762720**

EFFECTIVE DATE
10-26-07

Pursuant to Florida Statutes Section 617.1007, Hospice of Naples, Inc., a Florida not-for-profit corporation, whose original Articles of Incorporation were filed by the Florida Department of State on April 5, 1982, and whose Articles of Merger, with the Hospice Foundation of Naples, Inc., were filed by the Florida Department of State on April 20, 2000, did by Resolution duly adopted by its Board of Directors approve and adopt the following Restated and Amended Articles of Incorporation.

These Amended and Restated Articles of Incorporation amend Article I to change the name of the Corporation, and substantially amend, restate and renumber the Articles of Incorporation to read in its entirety as follows:

ARTICLE I. NAME

The name of the Corporation (the "Corporation") is **Avow Hospice, Inc.**

ARTICLE II. ADDRESS

The principal office and mailing address of the Corporation is 1095 Whippoorwill Lane, Naples, Florida 34105.

ARTICLE III. NOT FOR PROFIT

This Corporation is a not-for-profit corporation, under Chapter 617, Florida Statutes. The Corporation is organized exclusively for charitable purposes 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 (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. No director, officer, or member, shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its directors, officers or members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3). Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to

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DIVISION OF CORPORATION
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qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV. PURPOSE

The object of the Corporation is to:

Provide a continuum of home, inpatient, residential and home-like palliative and supportive care to the terminally ill patient and family. The Corporation shall at all time comply with the regulations as set forth by the United States Department of Health and Human Services, and all regulations, rules and guidelines as set forth by the state licensing agency.

ARTICLE V. MEMBERSHIP

Membership in the Corporation shall consist of the Board of Directors then in office. All votes of the Corporation shall be cast by the Board of Directors, and there shall be no separate meetings of the membership.

ARTICLE VI. DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than seven (7). The manner in which the Directors are to be elected or appointed and their term of office shall be as stated in the Bylaws of the Corporation.

ARTICLE VII. OFFICERS

The officers of the Corporation may consist of a chair, chair elect, chief executive officer, president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors, and may be removed by the majority vote of the Board of Directors, at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE VIII. PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided by the Bylaws of the Corporation.

Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE IX. POWERS

The Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any real and personal property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE X. DISSOLUTION

On dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

ARTICLE XI. DURATION

The Corporation shall have perpetual existence.

ARTICLE XII. TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the assets, net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision to these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, to the extent it would result in the loss of exemption under 26 U.S.C.A. §501(c)(3).

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify any member, officer, committee member or employee, or any former member, officer, director, committee member or former employee, to the fullest extent permitted by law. It is intended that the Corporation be an organization of which the members, officers, directors, committee members and former employees are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other law allowing indemnification and immunity.

ARTICLE XIV. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XV. AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by the Chair or the Policy Review Committee. Amendments to the Articles of Incorporation shall be deemed passed on the affirmative vote of a majority of the Board of Directors of the Corporation then in office.

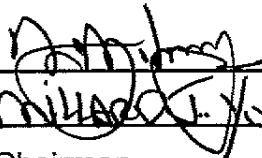
CERTIFICATION

The effective date of these Amended and Restated Articles of Incorporation is October 26, 2007.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by a majority of the Directors during a regular meeting of the Board of Directors, properly noticed for the purpose of amending the Articles of Incorporation and with a quorum present, held on the 27th day of August, 2007. There are no members, other than the Board of Directors, entitled to vote on these Amended and Restated Articles of Incorporation.

The foregoing Amended and Restated Articles of Incorporation supersede, effective October 26, 2007, the original Articles of Incorporation and all Amendments thereto.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Restated Articles of Incorporation on this 27th day of August, 2007.

BY: 
Name: WILLIAM C. YOUNG, JR.
Title: Chairman

BY: 
Name: Edward E. Wollman
Title: Secretary