

763935

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

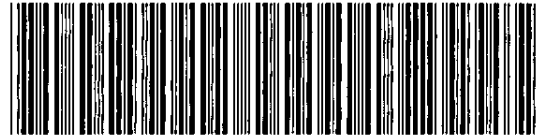
(Document Number)

Certified Copies _____ Certificates of Status _____

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Call when ready
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ASK for June

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DIVISION OF CORPORATIONS
08 MAY - 1 AM 9:36
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2008 MAY - 1 AM 8:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. Certificate MAY 01 2008

Greenberg Traurig, P.A. - June Vickers
 Requester's Name

101 East College Avenue
 Address

Tallahassee, FL 32301 850/222-6891
 City/State/Zip Phone #

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 08 APR 30 AM 9:23
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

PLEASE FILE THIS DOCUMENT SECOND.
 This is an urgent filing. If at all possible, we
 need the Certified Copy and Cert. of Status today.

Office Use Only

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

1. Lifepath Hospice and Palliative Care, Inc. 763935
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time Please call when ready Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment and Restatement
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



LEGAL DEPARTMENT

H. DARRELL WHITE, ESQ.
Vice President/General Counsel
Phone: 813.871.8400
Fax: 813.871.8402
E-mail: dwhite@lifepath-hospice.org

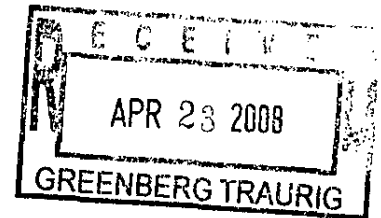
BRIAN T. MULLIGAN, ESQ.
Assistant General Counsel
Phone: 813.871.8401
Fax: 813.871.8398
E-mail: mulliganb@lifepath-hospice.org

12973 Telecom Parkway, Suite 100
Temple Terrace, Florida 33637

Via Overnight Courier

April 22, 2008

Seann Frazier, Esq.
Greenberg Traurig, P.A.
101 E. College Avenue
Tallahassee, Florida 32301



Re: LifePath Hospice and Palliative Care, Inc. - Corporate Reorganization

Dear Seann:

Per our previous instructions, enclosed for filing with the Division of Corporations are the following documents:

1. For filing on April 30, 2008, two (2) original signed copies of the **Articles of Dissolution of HPC Healthcare, Inc.** In addition to filing these Articles of Dissolution, we would also like to purchase a Certificate of Status which certifies that the corporation has been dissolved. You should have from a previous mailing the required check in the amount of \$43.75 to cover the \$35.00 filing fee and \$8.75 cost for the Certificate of Status.
2. For filing on April 30, 2008, *immediately after filing of the above-referenced Articles of Dissolution*, two (2) original signed copies of an **Affidavit** by Kathy Fernandez which authorizes the immediate assumption and use of the name HPC Healthcare, Inc. by another corporation.
3. For filing on April 30, 2008, *immediately after filing of the above referenced Articles of Dissolution and Affidavit*, two (2) original signed copies of the **Articles of Restatement of LifePath Hospice and Palliative Care, Inc.** The Second Restated Articles of Incorporation are attached as Exhibit 1 to these Articles. As you will note, these Articles amend our articles of incorporation, and change

Seann Frazier
April 22, 2008
Page 2

the corporation's name to HPC Healthcare, Inc., effective May 1, 2008. We would also like to purchase a Certified Copy of these Articles and a Certificate of Status which certifies that the corporation using its new name, HPC Healthcare, Inc. is in good standing with the Division, effective May 1, 2008. (Note: Because it will not be effective until May 1, I'm not sure you can purchase the Certificate of Status until May 1.) Again, you should already have the required check in the amount of \$52.50 for these purposes.

Please let me know if you have any questions or need anything additional to accomplish these tasks. I appreciate your help with this project.

Sincerely,



H. Darrell White
Vice President and General Counsel


Enclosures (as stated)

AFFIDAVIT OF
KATHY L. FERNANDEZ, PRESIDENT
HPC HEALTHCARE, INC.

BEFORE ME, the undersigned authority, personally appeared KATHY L. FERNANDEZ, who, after being sworn, stated as follows:

1. That she is over the age of 18 and competent to speak to the matters contained herein.
2. That she is the President and a Director of, and has the full authority to speak herein on behalf of, HPC HEALTHCARE, INC. (the "Corporation"), which is located at 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637, and which has been assigned Document No. N06000006507 by the Florida Secretary of State, Division of Corporations.
3. That on April 30, 2008, the Corporation dissolved itself by filing duly authorized Articles of Dissolution with the Florida Secretary of State, Division of Corporations.
4. That the Corporation has no intention of revoking or rescinding its Articles of Dissolution at a later date.
5. That the Corporation has no objection to its name, i.e., "HPC HEALTHCARE, INC." being immediately assumed or used by another corporation.

FURTHER AFFIANT saith not.



KATHY L. FERNANDEZ, President
HPC Healthcare, Inc.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

SWORN TO and subscribed before me this 2nd day of April, 2008, by KATHY L. FERNANDEZ, who has produced _____ as personal identification or who is personally known to me to be the person who executed the foregoing instrument.



Notary Public, State of Florida

GAYLE ELISE EATON

(Print, type or stamp commissioned name of Notary Public.)



ARTICLES OF RESTATEMENT
OF
LIFEPATH HOSPICE AND PALLIATIVE CARE, INC.
(A Corporation Not for Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAY 1 - 1 AM 9:36

In accordance with Section 617.1007 of the Florida Statutes, LifePath Hospice and Palliative Care, Inc., a Florida not for profit corporation, restates its Restated Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation restating its Restated Articles of Incorporation is LifePath Hospice and Palliative Care, Inc. (the "Corporation").
2. Text of Second Restated Articles of Incorporation. The text of the Second Restated Articles of Incorporation is attached hereto as Exhibit 1.
3. Certification. The Second Restated Articles of Incorporation contains amendments to the Corporation's Restated Articles of Incorporation, including a corporate name change. There are no members or members entitled to vote on the amendments. The amendments were adopted by the Corporation's Board of Directors to be effective as of May 1, 2008.

The text of the amendments is as follows:

FIRST, Article I of the Restated Articles of Incorporation is amended to reflect that the NEW CORPORATE NAME of the Corporation is HPC Healthcare, Inc. Article I as amended will read as follows:

The name of the Corporation shall be HPC
HEALTHCARE, INC., a Corporation Not for Profit.

SECOND, Article III of the Restated Articles of Incorporation is deleted and the following substituted therefore:

Purposes

The Corporation is organized exclusively for educational and 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. These purposes include but are not limited to the following:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility or service to provide palliative care and relieve the suffering of persons affected by serious or life-limiting illnesses and end-of-life issues.
2. To own, manage coordinate and support the activities of its related not for profit corporations and limited liability companies engaged in activities related to the provision of palliative and/or hospice care and services.
3. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with serious or life-limiting illnesses.
4. To promote understanding of the needs of persons with serious or life-limiting illnesses as well as the needs of their families and caregivers.
5. To obtain public involvement and support by disseminating the aims, purposes and activities of this corporation and its related corporations and limited liability companies to the general public.

6. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.
7. To operate without regard to race, creed, age, sex, religion or national origin.
8. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. 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 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.

Notwithstanding any other provision of these Articles to the contrary, no part of the 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.

Notwithstanding any other provision of 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.

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.

THIRD, Article IV of the Restated Articles of Incorporation is amended to reflect the correct name of the Corporation's current Registered Agent and Registered Office, as previously changed by filings with the Department of State. Article IV as amended will read as follows:

Registered Agent and Office Address

The Registered Agent for this corporation shall be Kathy L. Fernandez.

The Registered Office for this corporation shall be 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637.

FOURTH, Article VII of the Restated Articles of Incorporation is amended to reflect the correct name of the current Articles of Incorporation. Article VII as amended will read as follows:

The Corporation reserves the right to amend these Second Restated Articles of Incorporation at any regular or special meeting of the Board of Directors by at least a two-thirds majority vote of the Board present at a meeting containing a quorum of 50% plus one person or in accordance with the laws of the sovereign State of Florida.

FIFTH, Article VIII of the Restated Articles of Incorporation is amended to correct the citation to Section 501(c)(3) of the Internal Revenue Code. Article VIII as amended will read as follows:

Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntarily or by operation of law, except as, and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of this corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a Federal Income Tax Exemption under the terms of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or to the State of Florida, Educational Trust Fund, subject always to provisions of these Articles, a specific condition of which is that none of the net assets of this corporation shall be distributed to or used for the benefit of any member, officer or Director of the corporation or to any other individual; provided, however, that nothing contained in these articles shall be construed to prevent a distribution from the net assets of the Corporation to another distribute, otherwise properly made in accordance with the provisions of these Articles and the purposes hereinabove stated.

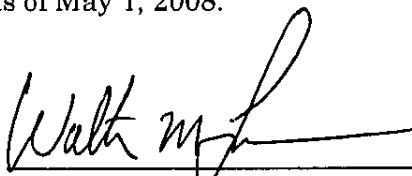
SIXTH, Article IX entitled "Indemnification" is added and will read as follows:

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

The foregoing amendments and the Second Restated Articles of Incorporation of the corporation attached hereto as Exhibit 1 were adopted by the Board of Directors of the Corporation on December 4, 2007, to be effective on May 1, 2008.

The number of votes cast for the amendments and for the Second Restated Articles of Incorporation was sufficient for approval.

WHEREFORE, the undersigned Chair of the Board of Directors of LifePath Hospice and Palliative Care, Inc., has executed these Articles of Restatement this 29th day of January, 2008, to be effective as of May 1, 2008.



Name: Walter M. Lincer

As Its: Chair of Board of Directors

EXHIBIT 1

**SECOND RESTATED
ARTICLES OF INCORPORATION
OF
HPC HEALTHCARE, INC.
(A Corporation Not for Profit)**

formerly known as
LIFEPATH HOSPICE AND PALLIATIVE CARE, INC.

These Second Restated Articles of Incorporation restate the original provisions of the Restated Articles of Incorporation of HPC Healthcare, Inc., f/k/a LifePath Hospice and Palliative Care, Inc., f/k/a LifePath, Inc., f/k/a Hospice of Hillsborough, Incorporated (the "Corporation"), filed on November 6, 1995, as amended on December 2, 1997 and April 23, 2001, and as amended by the Articles of Restatement dated December 4, 2007, to be effective as of May 1, 2008.

ARTICLE I

Name

The name of the Corporation shall be HPC HEALTHCARE, INC., a Corporation Not for Profit.

ARTICLE II

Term of Existence

This not for profit corporation shall have perpetual existence.

ARTICLE III

Purposes

The Corporation is organized exclusively for educational and 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. These purposes include but are not limited to the following:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility or service to provide palliative care and relieve the suffering of persons affected by serious or life-limiting illnesses and end-of-life issues.

2. To own, manage coordinate and support the activities of its related not for profit corporations and limited liability companies engaged in activities related to the provision of palliative and/or hospice care and services.

3. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with serious or life-limiting illnesses.

4. To promote understanding of the needs of persons with serious or life-limiting illnesses as well as the needs of their families and caregivers.

5. To obtain public involvement and support by disseminating the aims, purposes and activities of this corporation and its related corporations and limited liability companies to the general public.

6. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.

7. To operate without regard to race, creed, age, sex, religion or national origin.

8. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. 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 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.

Notwithstanding any other provision of these Articles to the contrary, no part of the 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.

Notwithstanding any other provision of 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.

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.

ARTICLE IV

Registered Agent and Office Address

The Registered Agent for this corporation shall be Kathy L. Fernandez.

The Registered Office for this corporation shall be 12973 Telecom Parkway, Suite 100, Temple Terrace, Florida 33637.

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board of Directors. Number of members, election and terms of office shall be determined by the By-Laws of the corporation. Any member of the Board of Directors may be removed by at least a

two-thirds majority vote of the Board of Directors present at a regularly called meeting containing a quorum of 50% plus one person.

ARTICLE VI

By-Laws

The By-Laws of this Not for Profit Corporation shall be adopted by the Board of Directors and said By-Laws may be thereafter altered, amended, added to or rescinded by at least a two-thirds majority vote of the Board of Directors present at any regular or special meeting thereof wherein a quorum of 50% plus one person is present.

ARTICLE VII

Amendments

The Corporation reserves the right to amend these Second Restated Articles of Incorporation at any regular or special meeting of the Board of Directors by at least a two-thirds majority vote of the Board present at a meeting containing a quorum of 50% plus one person or in accordance with the laws of the sovereign State of Florida.

ARTICLE VIII

Distributions on Liquidation or Dissolution

Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntarily or by operation of law, except as, and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of this corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a Federal Income Tax Exemption under the terms of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or to the State of Florida, Educational Trust Fund, subject always to provisions of these Articles, a specific condition of which is that none of the net assets of this corporation shall be distributed to or used for the benefit of any member, officer or Director of the corporation or to any other individual; provided,

however, that nothing contained in these articles shall be construed to prevent a distribution from the net assets of the Corporation to another distribute, otherwise properly made in accordance with the provisions of these Articles and the purposes hereinabove stated.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.