

763935

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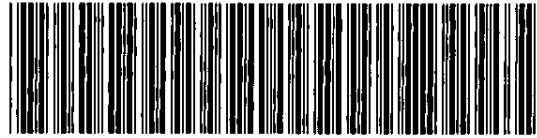
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1/24/11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** HPC Healthcare, Inc.

**DOCUMENT NUMBER:** 763935

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

Please return all correspondence concerning this matter to the following:

H. Darrell White

(Name of Contact Person)

HPC Healthcare, Inc.

(Firm/ Company)

12973 Telecom Parkway, Suite 100

(Address)

Temple Terrace, FL 33637

(City/ State and Zip Code)

whited@hpchealthcare.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

H. Darrell White

(Name of Contact Person)

at ( 813 ) 871-8400

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
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(Additional copy is  
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\$52.50 Filing Fee  
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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

FIRST ARTICLES OF AMENDMENT  
to  
SECOND RESTATED ARTICLES OF INCORPORATION  
of  
HPC HEALTHCARE, INC.

(Document No. 763935)

FILED  
11 JAN 24 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, HPC Healthcare, Inc., a Florida not for profit corporation, hereby adopts the following amendments to its Second Restated Articles of Incorporation (the "Articles of Incorporation" or "Articles"):

1. **Name of Corporation.** The name of the corporation is HPC Healthcare, Inc. (the "Corporation").
2. **Text of Amendments.**

**FIRST:** Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE III**

**Purposes**

The Corporation is a not for profit corporation (i) established, organized and operated in accordance with 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"); (ii) incorporated under the Florida Not For Profit Corporation Act; and, (iii) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc. and Good Shepherd Hospice, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the "Supported Organizations"), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the directors of the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also 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, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.

2. 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 or affected by advanced illness.

3. To promote understanding of the needs of persons with or affected by advanced illness.

4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.

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

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

7. 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 Sections 501(c)(3) or 509(a)(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, the Corporation shall not pay dividends and no part of the net earnings, current or accumulated, or property of the Corporation, shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of

the Code at the time of conferring such benefits, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

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.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

**SECOND:** Article VI of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

#### **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 majority vote of the directors then in office.

**THIRD:** Article VII of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

#### **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 majority vote of the directors then in office.

**FOURTH:** Article VIII of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE VIII**

**Distributions on Liquidation or Dissolution**

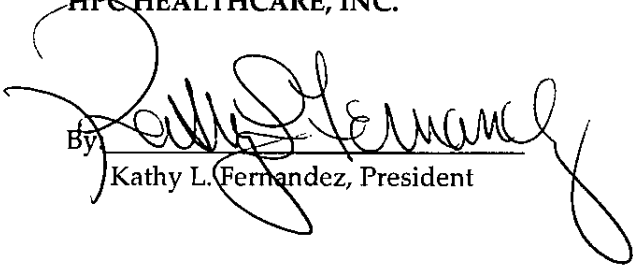
Upon dissolution of the Corporation, or liquidation of its assets, whether voluntary or involuntarily or by operation of law, except as, and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and 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 Code, as amended, or to the State of Florida, Educational Trust Fund, subject always to the 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 officer or director of the Corporation or any other private individual; provided, however, that nothing contained in these Articles shall be construed to prevent a distribution from the net assets of the Corporation to a distributee otherwise properly made in accordance with the provisions of these Articles and applicable law.

3. **Date and Manner of Adoption.** There are no members or members entitled to vote on these Articles of Amendment. These Articles of Amendment were adopted by the Corporation's Board of Directors at a regularly scheduled meeting held on January 18, 2011, at which a quorum of directors was present, to be effective upon filing. The number of votes cast in favor of these Articles of Amendment was sufficient for approval.

**IN WITNESS WHEREOF**, the President of the Corporation has executed these First Articles of Amendment on this 18<sup>th</sup> day of January, 2011.

**HPC HEALTHCARE, INC.**

By

  
Kathy L. Fernandez, President