

763935

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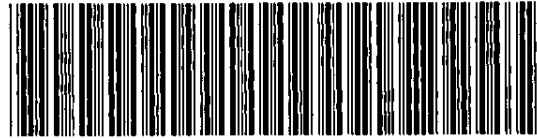
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Amend
01/30/15

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Chapters Health System, 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:

Darrell White, Chief Legal Officer

(Name of Contact Person)

Chapters Health System, Inc.

(Firm/ Company)

12470 Telecom Dr., Ste. 300W

(Address)

Temple Terrace, FL 33637

(City/ State and Zip Code)

whited@chaptershealth.org

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

For further information concerning this matter, please call:

Darrell White

(Name of Contact Person)

at (813) 777-1570

(Area Code & Daytime Telephone Number)

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

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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
THIRD RESTATED ARTICLES OF INCORPORATION
of
CHAPTERS HEALTH SYSTEM, INC.
(Document No. 763935)

FILED
15 JAN 30 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, Chapters Health System, Inc., a Florida not for profit corporation, hereby adopts the following amendments to its Third Restated Articles of Incorporation (the "**Articles of Incorporation**" or "**Articles**"), to be effective as of February 1, 2015:

1. **Name of Corporation.** The name of the corporation is Chapters Health System, 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 that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the "**Code**"), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) 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., Good Shepherd Hospice, Inc., Hernando-Pasco Hospice, Inc., and Chapters Health Home Connect, 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 V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE V

Management

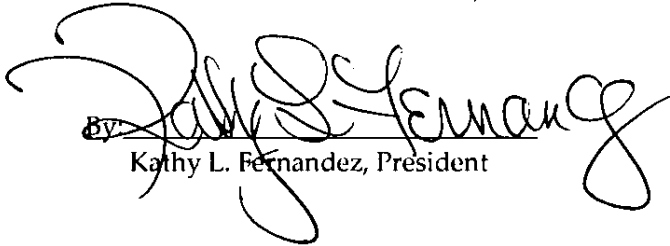
The affairs of the Corporation shall be managed by its Board of Directors. The number of directors, election and terms of office shall be determined by the By-Laws of the corporation. Any member of the Board of Directors may be removed by at least a two-thirds majority vote of the Board of Directors present at a regularly called meeting containing a quorum of 50% plus one person.

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 approved by the Corporation's Board of Directors at a regularly scheduled meeting held on

December 2, 2014, at which a quorum of directors was present, to be effective upon filing. The number of votes cast in favor of approval of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these First Articles of Amendment to Third Restated Articles of Incorporation on this 2nd day of December, 2014, to be effective as of February 1, 2015.

CHAPTERS HEALTH SYSTEM, INC.

By: 
Kathy L. Fernandez, President