

ATTORNEYS & COUNSELORS AT LAW

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April 3, 2000

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E. BROWN APR - 7 2000

**ARTICLES OF INCORPORATION
OF
Hospice of Hillsborough, Inc.,
a Florida not-for-profit corporation**

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is: Hospice of Hillsborough, Inc. (hereinafter referred to as the "corporation").

**ARTICLE II
PURPOSE**

The purpose for which the corporation is organized is to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE III
POWERS**

The corporation shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
2. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
3. To sue and be sued.

**ARTICLE IV
MEMBERS**

The members shall be determined from time to time by the Board of Directors pursuant to the Bylaws of the corporation.

**ARTICLE V
DIRECTORS**

1. The affairs of the Association shall be managed by a Board consisting of not less than three (3) Directors, and which shall always be an odd number. The number of Directors shall be determined in

accordance with the By-Laws. In the absence of such determination, there shall be three (3) Directors.

2. The Directors of the corporation shall be elected by the Members.
3. All of the duties and powers of the corporation existing under Chapter 617 of the Florida Statutes, the Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.
4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.
5. The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Ms. Kathy Fernandez, President
3010 West Azeele Street
Tampa, Florida 33609

Kevin Rick
3010 West Azeele Street
Tampa, Florida 33609

Douglas C. Roland
500 E. Kennedy Boulevard Suite 200
Tampa, Florida 33602

ARTICLE VI **OFFICERS**

The officers of the corporation shall be a President and Secretary and such other officers as the Board may from time to time by resolution create. The officers shall serve as the pleasure of the Board, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VII **BY-LAWS**

The first By-Laws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VIII **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

4. Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.

5. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

ARTICLE IX **TERM**

The corporation shall have perpetual existence.

ARTICLE X **INCORPORATOR**

The name and street address of the incorporator is: DOUGLAS C. ROLAND, 500 EAST KENNEDY BLVD. SUITE 200, TAMPA, FLORIDA 33602.

ARTICLE XI **INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered agent and the initial registered office of the corporation is: 500 EAST KENNEDY BLVD. SUITE 200, TAMPA, FLORIDA 33602.
PRINCIPAL ADDRESS: 3010 WEST AZEELE AVENUE - TAMPA, FLORIDA 33609.

ARTICLE XII **DISSOLUTION**

The corporation may be dissolved as provided by law, provided that any such dissolution shall require the consent of all of the Members.

IN WITNESS WHEREOF, the incorporator and the initial registered agent have executed these Articles.

WITNESSES:

[Signature]
(Signature of Witness)

K. Bittz
(Witness)

[Signature]
(Signature of Witness)

Kim C. Gibbons
(Print Name of Witness)

[Signature]
DOUGLAS C. ROLAND
Incorporator

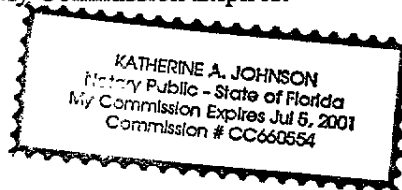
"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of April, 2000, by Douglas C. Roland, as incorporator and as registered agent.

[Signature]
NOTARY PUBLIC (Signature)

My Commission Expires:



FILED
00 APR -5 PM 4:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA AND NAMING AGENT
UPON WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Hospice of Hillsborough, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Article XI of the Articles of Incorporation has named Douglas C. Roland, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for Hospice of Hillsborough, Inc., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 3rd day of Apr, 2000.



Douglas C. Roland

ASSIGNMENT OF RIGHTS IN CORPORATE NAME

The undersigned corporation, LifePath, Inc. hereby assigns all right, title and interest in and to the following corporate name to Douglas C. Roland, Esq., as incorporator of a to be formed Florida professional services corporation (the "Assignee"):

HOSPICE OF HILLSBOROUGH, INC.

TO HAVE AND TO HOLD the same unto the Assignee forever, with such right to further use or assign such name for any lawful purpose.

EXECUTED AND DELIVERED as of March 28, 2000.

Signed, sealed and delivered
in the presence of:

Isabel Suwan

Susan E. Lang
As to Assignor

LIFEPATH, INC.

By:

Kathy Fernandez

Its:

President