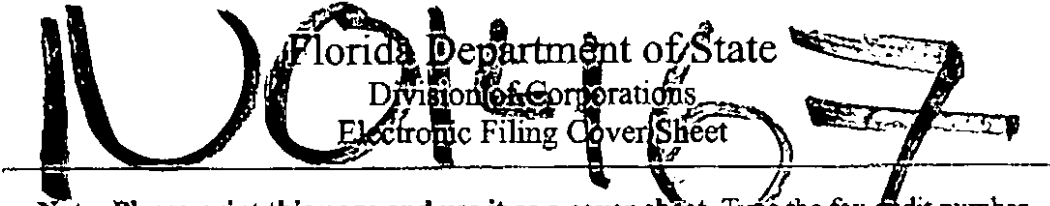


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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 CORNERSTONE HOSPICE & PALLIATIVE CARE, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

2022 MAR 31 PM 5: 26

SECRETARY OF STATE  
TALLAHASSEE, FL

OF

**CORNERSTONE HOSPICE & PALLIATIVE CARE, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Directors of Cornerstone Hospice & Palliative Care, Inc. consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on February 15, 1984.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is Cornerstone Hospice & Palliative Care, Inc. (the "Corporation"). The street address of the Corporation's principal office and the Corporation's mailing address is 2445 Lane Park Road, Tavares, Florida 32778.

**ARTICLE II**

**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. 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. These purposes include but are not limited to the following:

1. To establish and maintain services for the support and care of persons with or affected by life-limiting or advanced illnesses.
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 life-limiting or advanced illnesses.
3. To promote understanding of the needs of persons with or affected by life-limiting or advanced illnesses.
4. To obtain public involvement and support by disseminating the aims and purposes of this not for profit corporation and its activities to the general public.

5. 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 and in furtherance of the Corporation's participation in the health system conducted through and governed by Chapters Health System, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

**ARTICLE III**

**MEMBERS**

The sole member of the Corporation is Chapters Health System, Inc., its successors and assigns (the "Sole Member"). The Sole Member shall have and exercise such reserved rights and powers related to the Corporation as shall be set forth in the Bylaws.

**ARTICLE IV**

**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 shall be as stated in the Bylaws.

**ARTICLE V**

**OFFICERS**

The officers and their manner of election shall be as provided in these Bylaws.

**ARTICLE VI**

**REGISTERED AGENT AND OFFICE ADDRESS**

The registered agent for the Corporation is Andrew K. Molosky. The registered office address for the Corporation is 12470 Telecom Drive, Suite 301, Temple Terrace, FL 33637.

**ARTICLE VII**

**BYLAWS**

The Bylaws of the Corporation may be amended, altered, added to or rescinded only in the manner as stated in the Bylaws and only with the approval of the Sole Member (by the vote of a majority of the Sole Member's Board of Directors at the time of such amendment).

**ARTICLE VIII**

**AMENDMENTS**

These Articles may be amended only in the manner as stated in the Bylaws and only with the approval of the Sole Member (by the vote of a majority of the Sole Member's Board of Directors at the time of such amendment).

**ARTICLE IX**

**DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed in the manner as stated in the Bylaws and only to an organization that is exempt under Section 501(c)(3) of the Code at the time of such distribution.

**ARTICLE X**

**TAX EXEMPT RESTRICTIONS**

**Section 1. Prohibition on Private Inurement.** 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, 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, 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.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits upon its Sole Member in conformity with its purposes and the Corporation's Bylaws, so long as the Sole Member is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

**Section 3. Limitation of Lobbying Activities.** 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.

**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 or in opposition to any candidate for public office.

**ARTICLE XI**

**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.

No member approval is required in connection with the amendments set forth in these Amended and Restated Articles of Incorporation. The Board of Directors of the Corporation adopted these Amended and Restated Articles of Incorporation at a meeting held on March 30, 2022, and the number of votes cast in favor of these amendments was sufficient for approval.

WHEREFORE, the undersigned Chair of the Board of Directors of Cornerstone Hospice & Palliative Care, Inc., has executed these Amended and Restated Articles of Incorporation effective the 1st day of April, 2022.

CORNERSTONE HOSPICE & PALLIATIVE  
CARE, INC.

  
Name: HENRY TERRY  
As Its: Chair of Board of Directors

**Designation of and Acceptance as Registered Agent**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: March 31, 2022

  
\_\_\_\_\_  
Andrew K. Molosky