

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Good Shepherd Hospice, Inc.

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ATTORNEYS AT LAW

ESTABLISHED 1943

David C. Shobe
Direct Dial: 813-222-1123
dshobe@fowlerwhite.com

July 24, 2006

Suzanne Hawkes, Document Specialist
New Filing Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Good Shepherd Hospice, Inc.*

Dear Ms. Hawkes:

We attempted to file Articles of Incorporation for the referenced not-for-profit corporation on July 19, 2006, and the filing was rejected because there is a trademark called "Good Shepherd Hospice."

Please be advised that our client, LifePath Hospice and Palliative Care, Inc., is the owner of the trademark "Good Shepherd Hospice" and is also the sole member of Good Shepherd Hospice, Inc. We therefore request that you accept the attached Articles of Incorporation and file them accordingly.

If you have any questions, please do not hesitate to call me.

Sincerely,

David C. Shobe

DCS/sdc
Attachments

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July 20, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOWLER, WHITE 2

SUBJECT: GOOD SHEPHERD HOSPICE, INC.
REF: W06000032262

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
GOOD SHEPHERD HOSPICE, INC.
(A Corporation Not-For-Profit)**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Good Shepherd Hospice, Inc. (the "Corporation"). The principal office or mailing address of the Corporation is 12973 Telecom Parkway, Suite 100, Tampa, Florida 33637.

**ARTICLE II
PURPOSE**

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 a service for persons with life-limiting illnesses and for their families during such illness and the period of bereavement following the death of the patient.
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 life-limiting illnesses.
3. To promote understanding of the needs of persons with life-limiting illnesses as well as the needs of their families.
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

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of the purposes set forth herein 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 the LifePath Hospice and Palliative Care, Inc., its successors and assigns (the "Sole Member").

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 the Bylaws.

ARTICLE VI
REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

Tina Dunsford, Esq.
Fowler White Boggs Banker, PA
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

ARTICLE VII
BYLAWS

The Initial Board shall adopt Bylaws for the Corporation upon its organization which are approved and accepted by the Sole Member and these Bylaws as amended from time to time shall govern the operation and functioning of the Corporation. The Bylaws may thereafter be amended, altered, added to or rescinded only by the Sole Member by the vote of a majority of its Board of Directors at the time of such amendment.

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ARTICLE VIII
AMENDMENTS

These Articles may be amended only by the Sole Member as provided in the Bylaws.

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 to the Sole Member if the Sole Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Sole Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is: Tina E. Dunsford, Esq., Fowler White Boggs Banker P.A., 501 East Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

ARTICLE XI
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, 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.

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, make distributions to the sole Member so long as the Sole Member is an exempt organization under Section 501(c)(3) at the time of such distribution.

Section 3. Limitation on 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.

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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 any candidate for public office.

ARTICLE XII
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.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 19th day of July, 2006, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 

Tina Dunsford, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

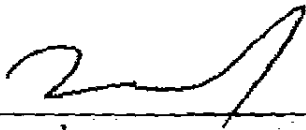
GOOD SHEPHERD HOSPICE, INC.

2. The name and address of the registered agent and office is:

Tina Dunsford
Fowler White Boggs Banker, PA
501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 19, 2006



Tina Dunsford

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