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Amended & Restated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HALIFAX HOSPICE, INC.

Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, HALIFAX HOSPICE, INC., hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - NAME
(Amended)

The name of the corporation shall be Halifax Hospice, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The Corporation shall have a continuous and perpetual existence, except as provided in Article X.

ARTICLE III - PURPOSE
(Amended)

The Corporation is organized exclusively for such charitable, educational and scientific purposes as (a) will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law and (b) will qualify its income for exclusion from gross income for federal income tax purposes pursuant to Section 115(1) of the Code, or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, to assist the Halifax Hospital Medical Center (the "District"), a special tax district, public body corporate and politic of Florida, created by Chapter 2003-374, Laws of Florida, (the "Special Act"), in carrying out its essential governmental function of operating and maintaining hospitals, medical facilities, and other health care facilities for the preservation of the public health and the District's related duties and responsibilities pursuant to the Special Act. The formation of the Corporation by the District is expressly authorized by Section 7(3) of the Special Act.

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Within the scope of the foregoing, the Corporation is formed for the following specific purposes:

1. To establish an autonomous hospice unit which provides a medically directed program of total physical and psychological care for patients diagnosed as having a terminal illness.
2. To allow hospice patients to remain at home as long as possible by treating and supporting the patient/family unit.
3. To provide bereavement support to families of hospice patients.
4. To carry on any educational or other activities relating to the rendering of hospice care to the terminally ill.
5. To promote and carry on research related to hospice care of the terminally ill.
6. To solicit and receive funds, gifts, endowments, donations, devises and bequests to itself or to an affiliated foundation and to use such funds for the intended purpose.
7. To provide those services set forth in Florida Statutes §§400.6005 through 400.611.

The Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation, while exercising any one or more powers, shall do so exclusively in the furtherance of the corporate purpose described in this Article III, only in furtherance of a charitable, educational, or scientific purpose, within the meaning of Section 501(c)(3) of the Code, and only in a manner consistent with the essential governmental purposes of the District.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for the services rendered or to make payments in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not (a) permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) an organization to which contributions are deductible under Section 170(c)(2) of the Code, or corresponding

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section of any future United States Internal Revenue Law, or (b) in furtherance of the essential governmental functions of the District, within the meaning of Section 115(1) of the Code, or corresponding section of any future United States Internal Revenue Law.

The Corporation may make distributions to the District as the Sole Member of the Corporation, to assist the District in carrying out its duties and responsibilities pursuant to the Special Act. Such distribution(s) shall be considered a distribution of equity in partial liquidation as provided in Florida Statutes §617.0505 or a charitable contribution.

ARTICLE IV - LIMITATIONS

The Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors, or officers. This limitation shall not be construed to prevent the Corporation from paying reasonable compensation for supplies furnished and services rendered by its members, directors, officers or third parties.

ARTICLE V - REGISTERED OFFICE

The principal address of the Corporation shall be 3800 Woodbriar Trail, Port Orange, Florida 32119. The registered office of the Corporation shall be 303 North Clyde Morris Boulevard, Daytona Beach, FL 32114. The name of the registered agent shall be David J. Davidson.

ARTICLE VI - MEMBERSHIP

(Amended)

The sole member of the Corporation shall be the District. Membership in the Corporation shall not be transferable or assignable.

ARTICLE VII - BOARD OF DIRECTORS

(Amended)

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation, including those functions set forth in Florida Statutes §400.610, shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The Board of Directors shall consist of seven (7) Directors, each of whom shall be a Commissioner of the District, duly appointed by the Governor of the State of Florida.

Section 2. Term. The terms of Directors shall coincide with their terms as Commissioners of the District.

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Section 3. Criteria of Directors. Persons eligible for membership on the Board of Directors of the Corporation shall initially and at all times be Commissioners of the District.

Section 4. Ex-Officio Members and Advisors. The Bylaws of the Corporation may provide for the appointment of ex-officio members of the Board of Directors and the appointment of advisors to the Board of Directors. Ex-officio members of the Board shall be honorary, non-voting members and shall not be counted as Directors for purposes of Article VII, Section 1 hereof. Advisors shall be non-voting and shall not be considered Directors.

Section 5. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

Section 6. Restrictions on Authority of Board. The Board of Directors of the Corporation may not, without the prior approval of the Sole Member of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;
- (e) Take any action which would, or reasonably could be expected to, cause the Corporation to exceed its annual budget for capital expenditures.

ARTICLE VIII - OFFICERS

(Amended)

Section 1. Officers of the Board. The officers of the Board of Directors shall at all times be identical to and have the same functions as, the officers of the Board of Commissioners of the District.

Section 2. Officers of the Corporation. The Board of Directors shall appoint a President (who shall also serve as the Hospice Administrator), a Vice-President, and a Secretary/Treasurer, each of whom shall serve at the pleasure of the Board and each of whom shall be an Officer of the Corporation. The President, the Vice-President, and the Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

ARTICLE IX - ADVISORY BOARD
(Amended)

Section 1. Establishment of Advisory Board. An Advisory Board shall be established and shall be comprised of no fewer than nine (9) members, each of whom shall be appointed by the sole member of the Corporation and shall be representative of the community at large. The individuals serving on the Board of Directors upon the date of adoption of these Amended and Restated Articles of Incorporation shall constitute the initial Advisory Board and shall continue to serve as members of the Advisory Board until the scheduled expiration of their current term as Director.

Section 2. Function. The Advisory Board shall serve as advisors to the Board of Directors and shall offer recommendations relative to the development of short and long term planning, existing and future services, and policies and programs implemented by the Corporation.

Section 3. Term. Each member of the Advisory Board shall be appointed to serve a three year term, except:

A. If a member is appointed to fill a vacancy on the Advisory Board due to death, resignation or removal, such member shall hold office for the unexpired portion of the applicable term; and

B. If the appointment of a member will result in the total number of Advisory Board members being ten or more, then such member or members shall be appointed for initial terms of one or two years if necessary to maintain the staggering of the members' terms so that no more than 37% of the members' terms will end at the same time.

Section 4. Vacancy. Any vacancy on the Advisory Board which would bring the total number of members to less than nine (9) shall be filled within thirty days after occurrence of the vacancy through appointment by the sole member of the Corporation.

ARTICLE X - DISSOLUTION
(Amended)

In the event of dissolution of the Corporation, the residual assets of the Corporation shall be distributed to the District to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any officer or director of the Corporation or any other private person.

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ARTICLE XI - AMENDMENTS TO ARTICLES OF INCORPORATION

(Amended)

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote by two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. No amendment, alteration, or repeal of these Articles of Incorporation adopted by the Board of Directors shall be effective until such action has been approved by the Sole Member.

ARTICLE XII - AMENDMENTS TO BYLAWS

(Amended)

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend, or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. Neither the original adoption by the Board of Directors of Bylaws nor any later modification, alteration, amendment, or rescission of the Bylaws shall be effective until such action has been approved by the Sole Member.

CERTIFICATE OF ADOPTION

We hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of Halifax Hospice, Inc., a non-profit corporation, were duly approved and adopted by the Board of Directors of said Corporation, all as required by law, on the 22nd day of July, 2009, and ratified and approved by the Sole Member of the Corporation.

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IN WITNESS WHEREOF, the undersigned, duly appointed and acting as President of the Corporation, has signed this Certificate dated this 11th day of August, 2009.

Fran Davis, Pres.

Fran Davis, President

Attest:

George Rousis

George Rousis, Secretary

Approved by:

Betty J. Holman
Halifax Hospital Medical Center