1201 Hays Street
Tallahassee, FL 32301

N06950

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 206537 5011226

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 87.50

ORDER DATE : December 31, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 206537-005

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CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

FILED
96 DEC 31 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: VNA HEALTHCARE GROUP OF FLORIDA, INC.

EFFICTIVE DATE:

_____ ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INCITIALS:

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AM
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96 DEC 31 PM 3:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF VNA HEALTHCARE GROUP OF FLORIDA, INC.

THE UNDERSIGNED, Thomas W. Skemp, President of VNA HEALTHCARE GROUP OF FLORIDA, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation, pursuant to Section 617.1007, Florida Statutes:

ARTICLE FIRST: The current name of the Corporation is VNA HEALTHCARE GROUP OF FLORIDA, INC.

ARTICLE SECOND: The name of the Corporation is hereby changed to VNA FOUNDATION, INC. pursuant to the Amended and Restated Articles of Incorporation of the Corporation reflected herein.

ARTICLE THIRD: The Amended and Restated Articles of Incorporation of the Corporation reflected herein were duly adopted by the Members of the corporation and the Board of Directors by joint unanimous written consent, executed on December 18, 1996, in accordance with Section 607.0704 of the Florida General Corporation Act.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation shall, upon the filing thereof with the Florida Department of State, supersede the original Articles of Incorporation filed on September 4, 1973, and shall be considered to be effective from the original date of incorporation.

ARTICLE FIFTH: The Amended and Restated Articles of Incorporation shall provide as follows:

ARTICLE I - NAME

The name of the corporation shall be VNA FOUNDATION, INC.

ARTICLE II - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be: 600 Courtland Street, Suite 500, Orlando, Florida 32804.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In connection therewith and as limited thereby, the purposes for which the corporation is formed are: (I) to provide support to charitable tax-exempt community related activities that will benefit home health care services and care for the elderly and infirm, (ii) to provide assistance to indigent patients or clients of home health agencies or other social services agencies in need of home health care products or other health care services, (iii) to provide relief to the poor and needy in society, and (iv) to promote an awareness of good health and health care to the public on a charitable basis.

In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE IV - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual. If this corporation is classified as a private foundation within the meaning of Section 509 of the Code then (a) the Corporation shall cause its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code; (b) the Corporation shall not engage in acts of self dealing as defined in Section 4941(d) of the Code; (c) the Corporation shall not retain excess business holdings as defined in Section 4943(c) of the Code; (d) the Corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V - MEMBERS

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.

(b) To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

(c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE VI - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held at a time fixed by the Board of Directors within ninety (90) days after the last day of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a Chairman of the Board of Directors, a President, a Vice President, a Secretary, and a Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VIII - NAMES OF OFFICERS

The names of the officers who are to serve until their successors are duly elected and certified pursuant to the Articles of Incorporation are as follows:

Name	Office
Thomas W. Skemp	President/CEO
Mary Lou Dixon	Secretary
Thomas W. Skemp	Treasurer

ARTICLE IX - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be nine (9), and the names and addresses of the persons who are to serve as directors until their successors are duly elected and qualified pursuant to these Articles of Incorporation are as follows:

Name	Address
Thomas W. Skemp	600 Courtland Street, Ste. 500 Orlando, Florida 43804
Paula Baker, Vice Chairman	1111 S. Lakemont Avenue, #101 Winter Park, Florida 32792
Michael Davis	3936 Tamiami Trail North, Suite B Naples, Florida 33940
Dr. Raymond Bernstein, Chairman	1925 Mizell Ave., #104 Winter Park, Florida 32792
Armand Barone	950 Hodgewood Court Winter Park, Florida 32792
Mary Lou Dixon	100 S. Ashley Drive, #980 Tampa, Florida 33602

Pastor Charles Wallick	St. Stephens Lutheran Church 2140 Highway 434 Longwood, Florida 32779
Alene Durek	260 Wimbledon Circle Heathrow, Florida 32746
Sheri Kerney	1516 E. Hillcrest Street, #210 Orlando, Florida 32803

ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - 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, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the registered agent of this corporation shall be:

William A. Boyles

IN WITNESS WHEREOF, the undersigned, Thomas W. Skemp, President of the Corporation, has hereunto set his hand this 18th day of December, 1996.

Thomas W. Skemp

Thomas W. Skemp, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of December, 1996, by Thomas W. Skemp, as President of VNA HEALTHCARE GROUP OF FLORIDA, INC., a Florida not-for-profit corporation, on behalf of the corporation.

RICHARD M ROBINSON
My Commission CC433161
Expires Jan 31, 1999
Bonded by HAI
800-422-1555

Richard Robinson

Signature of Notary Public

Richard M. Robinson
(Print Notary Name)

My Commission Expires: 1/31/99

Commission No.: CC433161

AFFIX NOTARY STAMP

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: ______

bob/wnet/parent-vna.art

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of VNA FOUNDATION, INC., I hereby accept and agree to act in this capacity.

WILLIAM A. BOYLES