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MAR 01 2021

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPATH HEALTH, INC.,
A Not-for-Profit Corporation**

EMPATH HEALTH, INC., a not-for-profit corporation (the "Corporation"), organized and existing under Chapter 617 of the Florida Statutes ("F.S."), does hereby certify:

A. The Corporation, pursuant to the provisions of Section 617.1007 F.S., hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate, integrate and supersede the original Articles of Incorporation of the Corporation filed on September 19, 2008.

B. The Restated Articles do not contain amendments requiring member approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, as of March 1, 2021, pursuant to the provisions of Sections 617.1007 F.S., by the unanimous written consent of the Board of Directors of the Corporation.

C. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: **EMPATH HEALTH, INC.**

**ARTICLE II
ADDRESS**

The street address and mailing address of the corporation is: 5771 Roosevelt Blvd, Clearwater, FL 33760.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation shall be located at 5771 Roosevelt Boulevard, Clearwater, FL 33760, and the initial registered agent of the Corporation at such office shall be Rafael J. Sciallo. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV
PURPOSES

The corporation is organized exclusively for charitable, religious, education, and scientific 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) (collectively the "Code"), and within such limits, to: (i) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of The Hospice of the Florida Suncoast, Inc., a Florida not for profit corporation ("Hospice of the Florida Suncoast"), which has been determined by the Internal Revenue Service to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the Code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future affiliates that perform one or more of the functions of, or that further the general purposes of, Hospice of the Florida Suncoast; and, consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

ARTICLE V
DURATION

The corporation shall have perpetual existence.

ARTICLE VI
MEMBERSHIP

The sole member of the Corporation shall be Empath-Stratum, Inc., a Florida not for profit corporation (the "Member").

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of directors (but not less than three) and the method of selection of directors shall be fixed in the bylaws.

Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be. The foregoing provision shall not preclude any Director from serving the Corporation in another capacity and receiving such compensation therefor as may be approved by the Board of Directors in accordance with these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE VIII
LIMITATION OF CORPORATE POWERS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntary or involuntary, or by operation of law or by amendment of these Articles of Incorporation:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Code.

(b) No part of the asset or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article IV hereof.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, unless Section 501(h) of the Code shall apply to the Corporation, in which case the Corporation shall not normally make lobby or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code.

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article IV hereof.

(e) In the event that the corporation is a private foundation within the meaning of Section 509(a) of the Code:

- i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- iv. The corporation shall not make any investments in such manner as to

subject it to tax under Section 4944 of the Code.

- v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IX
DISSOLUTION

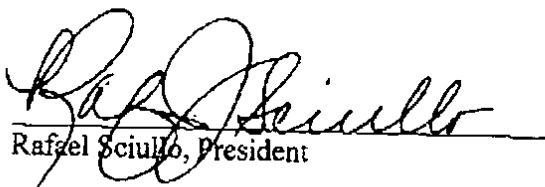
In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the unrestricted assets of the Corporation by (i) transferring such assets to Hospice of the Florida Suncoast to support its mission and programs, or (ii) if Hospice of the Florida Suncoast is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to the any tax-exempt corporation qualified under Section 501(c)(3) of the Code that is the legal successor to Hospice of the Florida Suncoast with a similar purpose or mission, or (iii) if a legal successor of Hospice of the Florida Suncoast does not exist or if such successor is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to any tax-exempt corporation qualified under Section 501(c)(3) of the Code within the Tampa Bay region with a similar purpose or mission to Hospice of the Florida Suncoast, including, without limitation, any tax-exempt affiliate of the Corporation, or (iv) if there is no such tax-exempt corporation with a similar purpose or mission in existence within the Tampa Bay region and if none of the tax-exempt affiliates of the Corporation are validly existing, tax-exempt corporations qualified under Section 501(c)(3) of the Code, transferring such assets to one or more tax-exempt organization(s) qualified under Section 501(c)(3) of the Code with a similar purpose or mission as the Corporation or its tax-exempt affiliates. Any such assets not so disposed of shall be disposed of by the Circuit court of the county in which the principal office of the Corporation is then located, exclusively to such tax-exempt corporations qualified under Section 501(c)(3) of the Code as the Court shall determine, with the Attorney General of the State of Florida (or its equivalent) being given notice of the action and the right to be heard.

ARTICLE X
INCORPORATOR

The name of the incorporator is Mary J. Labyak. The address of the incorporator is:

5771 Roosevelt Boulevard
Clearwater, Florida 33760

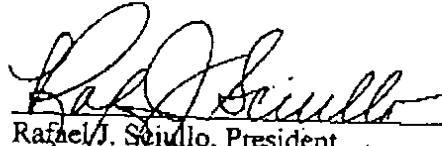
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 1st day of March, 2021.


Rafael Sciullo, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of § 617.0501, Florida Statutes.


Rafael J. Scudlo, President