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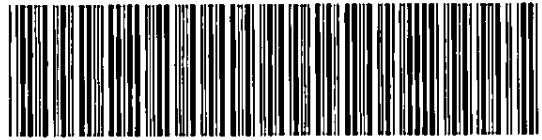
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EFFECTIVE DATE

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Amended/Restated

JUL 31 2019
I ALBRITTON

IA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 864925 4319903

AUTHORIZATION

Lydia Cohen

COST LIMIT : \$ 35.00

ORDER DATE : July 30, 2019

ORDER TIME : 11:04 AM

ORDER NO. : 864925-005

CUSTOMER NO: 4319903

DOMESTIC AMENDMENT FILING

NAME: HOSPICE OF OKEECHOBEE,
INCORPORATED

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER'S INITIALS:

ia

EFFECTIVE DATE
Aug 1, 2019

FILED
2019 JUN 20 PM 8:15

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOSPICE OF OKEECHOBEE, INCORPORATED
(A Corporation Not For Profit)**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Directors of Hospice of Okeechobee, Incorporated consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on June 18, 1986.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Hospice of Okeechobee, Incorporated (the "Corporation"). The Corporation's principal place of business is 411 S.E. 4th Street, Okeechobee, Florida 34974 and the Corporation's mailing address is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

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; and
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 of the Corporation and the laws of the 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 the Bylaws.

ARTICLE IV

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 300 West, Temple Terrace, Florida 33637.

ARTICLE VII

BYLAWS

The Bylaws of the Corporation may 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.

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 one or more organizations located and operating in Okcechobee County, Florida, as designated by the Sole Member that are qualifying exempt organizations 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, 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 or director and any former officer or director, to the fullest extent permitted by law.

ARTICLE XII

APPROVAL OF AMENDMENTS

No member approval is required in connection with the amendments set forth in these Amended and Restated Articles of Incorporation. The Board of Directors adopted these Amended and Restated Articles of Incorporation at a meeting held on July 29, 2019, and the number of votes cast in favor of these amendments was sufficient for approval.

ARTICLE XIII

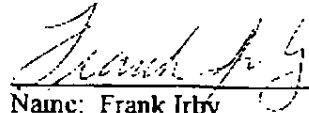
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of August 1, 2019.

[Intentionally left blank]

WHEREFORE, the undersigned Chair of the Board of Directors of Hospice of Okeechobee, Incorporated has executed these Amended and Restated Articles of Incorporation this 29th day of July, 2019, to be effective as of August 1, 2019.

HOSPICE OF OKEECHOBEE,
INCORPORATED




Name: Frank Irby

As Its: Chair of Board of Directors

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of Hospice of Okeechobee, Incorporated (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that he is familiar with and accepts the appointment as registered agent and agrees to act in such capacity.

Dated this 29th day of July, 2019.

By: 
Name: Andrew K. Molosky