

N99000007332

Wiregrass Hospice / Donna Byrd
Requestor's Name
c/o McFarlain, Wiley, Cassidy & Jones
Address
Tall FL 32301 222-2107
City/State/Zip Phone #
Donna

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Hospice of the Emerald Coast, Inc.
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
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- (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Call when ready
222-2107
Donna*

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T. SMITH DEC 13 1999

Examiner's Initials

ARTICLES OF INCORPORATION
OF
HOSPICE OF THE EMERALD COAST, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be: Hospice of the Emerald Coast, Inc.

ARTICLE II

Initial Principal Office

The street and mailing address of the initial principal office of the corporation shall be:

2929 Highway 77
Panama City, Florida 32405

ARTICLE III

Purpose

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the Internal Revenue Code); to engage in activities relating to the aforementioned purposes and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the corporation's purpose shall be:

(a) To provide a program and facility for the care of the terminally ill, affording them the opportunity to die in dignity, with the loving support of their families and loved ones, and, insofar as possible, alleviating physical suffering and financial stress.

(b) To participate as far as circumstances may permit, in the opinion of the corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the community.

(c) To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

(d) To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Board of Directors

Subject to the powers and authority reserved to the sole member of the corporation, the affairs of the corporation shall be governed by a Board of Directors. The number and manner of election or appointment of Directors and their term of office shall be as provided in the Bylaws.

ARTICLE V

Powers

This Corporation shall have all powers conferred upon nonstock, not-for-profit Corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

This Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Duration

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VII

Membership

The corporation shall have one member who shall be Wiregrass Hospice, Inc. The sole member shall be automatically admitted to membership upon the filing of these Articles of Incorporation. The sole member of the corporation shall have those powers set forth in these Articles of Incorporation and in the Bylaws.

ARTICLE VIII

Bylaws

The Bylaws of the corporation may be altered, amended or repealed, and new and other Bylaws may be made and adopted, only by the sole member of the corporation.

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation may be made and adopted only by the sole member of the corporation.

ARTICLE X

Dissolution

This corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of a dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the assets of the corporation shall be distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) The remaining assets shall be distributed to Wiregrass Hospice, Inc., for the purpose of continuing the operation of a hospice program, and the carrying out of all other purposes for which this corporation was created. Should Wiregrass Hospice, Inc., be unwilling or unable to accept the assets of this corporation for the purposes herein expressed, then the assets shall, under the jurisdiction of the Circuit Court of Bay County, Florida, be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan of dissolution adopted in the manner set forth above in this Article X. Under no circumstances shall any of the assets of this corporation, upon dissolution, be distributed to any private individual.

ARTICLE XI

Registered Agent and Registered Office

The street address of the initial registered office of the corporation is 2929 Highway 77, Panama City, Florida 32405. The name of the registered agent of this corporation at that address is Sue Nelson.

ARTICLE XII

Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

Wiregrass Hospice, Inc.
2740 Old Headland Avenue
Dothan, AL 36303

THE UNDERSIGNED incorporator has executed these Articles of Incorporation
this /0th day of December, 1999.

**INCORPORATOR:
WIREGRASS HOSPICE, INC.**

By: 

**Ray Shrou
Its: President**

ACCEPTANCE OF REGISTERED AGENT

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

Sue Nelson
Signature of Registered Agent

Date: 1208 99

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TALLAHASSEE, FLORIDA