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Articles

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Chapters Health System, Inc.

DOCUMENT NUMBER: 763935

The enclosed *Articles of ~~Amendment~~* Restatement (includes amendments) and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

H. Darrell White

Name of Contact Person

Chapters Health System, Inc.

Firm/ Company

12470 Telecom Drive, Suite 300 West

Address

Temple Terrace, FL 33637

City/ State and Zip Code

whited@chaptershealth.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

H. Darrell White

Name of Contact Person

at (813) 871-8400

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF RESTATEMENT
OF
CHAPTERS HEALTH SYSTEM, INC.
(A Corporation Not for Profit)

In accordance with Section 617.1007 of the Florida Statutes, Chapters Health System, Inc., a Florida not for profit corporation, restates its Second Restated Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation restating its Second Restated Articles of Incorporation is Chapters Health System, Inc. (the "**Corporation**").
2. Text of Third Restated Articles of Incorporation. The text of the Third Restated Articles of Incorporation is attached hereto as **Exhibit 1**.
3. Certification. The Third Restated Articles of Incorporation contains amendments to the Corporation's Second Restated Articles of Incorporation. There are no members entitled to vote on the amendments. The amendments were adopted by the Corporation's Board of Directors on November 27, 2012, to be effective as of December 17, 2012.

The text of the amendments is as follows:

FIRST, Article I of the Second Restated Articles of Incorporation is amended to add the Corporation's **new principal office address**. Article I, as amended, will read as follows:

ARTICLE I

Name and Address

The name of the Corporation is Chapters Health System, Inc. (the "**Corporation**"). The principal office

address of the Corporation is 12470 Telecom Drive, Suite
300 West, Temple Terrace, Florida 33637.

SECOND, Article III of the Second Restated Articles of Incorporation is amended to **add a new Supported Organization**. Article III, as amended, will read as follows:

ARTICLE III

Purposes

The Corporation is a not for profit corporation that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “**Code**”), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc., Good Shepherd Hospice, Inc., and Chapters Health Senior Independence, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the “**Supported Organizations**”), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the directors of

the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also 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, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.

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 advanced illness.

3. To promote understanding of the needs of persons with or affected by advanced illness.

4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.

5. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.

6. To operate without regard to race, creed, age, sex, religion or national origin.

7. 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 to

the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. 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 Sections 501(c)(3) or 509(a)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not pay dividends and 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, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of the Code at the time of conferring such benefits, 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.

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.

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 any candidate for public office.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

THIRD, Article IV of the Second Restated Articles of Incorporation is amended to reflect a **new Registered Office address** for the Corporation. Article IV, as amended, will read as follows:

ARTICLE IV

Registered Agent and Office Address

The Registered Agent for this Corporation is Kathy L. Fernandez. The Registered Office address for this Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

FOURTH, Article VII of the Second Restated Articles of Incorporation is amended to reflect the correct name of the current Articles of Incorporation. Article VII, as amended, will read as follows:

ARTICLE VII

Amendments

The Corporation reserves the right to amend these Third Restated Articles of Incorporation at any regular or

special meeting of the Board of Directors by at least a majority vote of the directors then in office.

The foregoing amendments and the Third Restated Articles of Incorporation of the Corporation attached hereto as Exhibit 1 were adopted by the Board of Directors of the Corporation on November 27, 2012, to be effective on **December 17, 2012**. The number of votes cast for the amendments and for the Third Restated Articles of Incorporation was sufficient for approval.

WHEREFORE, the undersigned Chair of the Board of Directors of Chapters Health System, Inc., has executed these Articles of Restatement this 27th day of November, 2012, to be effective as of December 17, 2012.

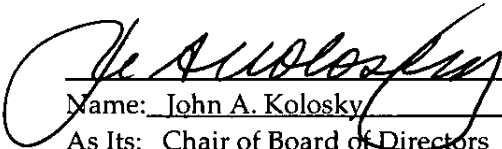

Name: John A. Kolosky
As Its: Chair of Board of Directors

EXHIBIT 1

**Third Restated Articles of Incorporation
of
Chapters Health System, Inc.**

THIRD RESTATED
ARTICLES OF INCORPORATION
of
CHAPTERS HEALTH SYSTEM, INC.
(A Corporation Not for Profit)

These Third Restated Articles of Incorporation restate the original provisions of the Second Restated Articles of Incorporation of Chapters Health System, Inc., f/k/a HPC Healthcare, Inc., f/k/a LifePath Hospice and Palliative Care, Inc., f/k/a LifePath, Inc., f/k/a Hospice of Hillsborough, Incorporated, filed on May 1, 2008, as amended on January 24, 2011, May 25, 2011 and June 1, 2011, and as amended by the Articles of Restatement dated November 27, 2012, to be effective as of December 17, 2012.

ARTICLE I

Name and Address

The name of the Corporation is Chapters Health System, Inc. (the **Corporation**). The principal office address of the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE II

Term of Existence

This not for profit corporation shall have perpetual existence.

ARTICLE III

Purposes

The Corporation is a not for profit corporation that is (i) organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the

corresponding section of any future federal tax code (the “Code”), (ii) established, organized and operated in accordance with Section 501(c)(3) of the Code; (iii) incorporated under the Florida Not For Profit Corporation Act; and, (iv) organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the tax-exempt purposes and missions of LifePath Hospice, Inc., Good Shepherd Hospice, Inc., and Chapters Health Senior Independence, Inc., each an organization described in Section 501(c)(3) and classified as a public charity under Section 509(a)(2) of the Code (collectively, the “Supported Organizations”), for so long as the Supported Organizations qualify as organizations described in Section 501(c)(3) of the Code and classified as public charities under Section 509(a)(2) of the Code. In connection with its relationship with the Supported Organizations, no less than a majority of the directors of the Corporation must also be persons who are directors of the Supported Organizations. The Corporation is also 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, including, without limitation:

1. To own, lease, establish, support, manage or furnish, directly or indirectly, any asset, facility, single-member limited liability company (the single-member of which shall be the Corporation) or service for the support and care of persons with or affected by advanced illness.
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 advanced illness.
3. To promote understanding of the needs of persons with or affected by advanced illness.
4. To obtain public involvement and support by disseminating the aims, purposes and activities of the Supported Organizations, this Corporation and its single member limited liability companies to the general public.
5. To solicit, raise and receive funds and endowments for the purpose of carrying out the purposes of the Corporation.

6. To operate without regard to race, creed, age, sex, religion or national origin.

7. 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 to the full extent permitted by the laws of the sovereign State of Florida.

Restrictions. 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 Sections 501(c)(3) or 509(a)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not pay dividends and 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, may confer benefits upon its members in conformity with the Corporation's purposes so long as such members are qualifying exempt organizations under Section 501(c)(3) of the Code at the time of conferring such benefits, 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.

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.

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 any candidate for public office.

Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

ARTICLE IV

Registered Agent and Office Address

The Registered Agent for this corporation is Kathy L. Fernandez. The Registered Office address for this corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board of Directors. Number of members, election and terms of office shall be determined by the By-Laws of the corporation. Any member of the Board of Directors may be removed by at least a two-thirds majority vote of the Board of Directors present at a regularly called meeting containing a quorum of 50% plus one person.

ARTICLE VI

By-Laws

The By-Laws of this Not for Profit Corporation shall be adopted by the Board of Directors and said By-Laws may be thereafter altered, amended, added to or rescinded by at least a majority vote of the directors then in office.

ARTICLE VII

Amendments

The Corporation reserves the right to amend these Third Restated Articles of Incorporation at any regular or special meeting of the Board of Directors by at least a majority vote of the directors then in office.

ARTICLE VIII

Distributions on Liquidation or Dissolution

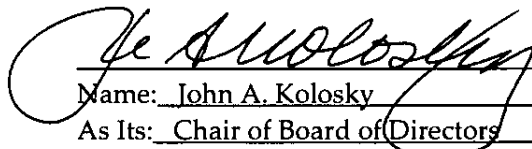
Upon dissolution of the Corporation, or liquidation of its assets, whether voluntary or involuntarily or by operation of law, except as, and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the Corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to an organization which shall have qualified for a Federal Income Tax Exemption under the terms of section 501(c)(3) of the Code, as amended, or to the State of Florida, Educational Trust Fund, subject always to the provisions of these Articles, a specific condition of which is that none of the net assets of this Corporation shall be distributed to or used for the benefit of any officer or director of the Corporation or any other private individual; provided, however, that nothing contained in these Articles shall be construed to prevent a distribution from the net assets of the Corporation to a distributee otherwise properly made in accordance with the provisions of these Articles and applicable law.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

WHEREFORE, the undersigned Chair of the Board of Directors of Chapters Health System, Inc., has executed these Third Restated Articles of Incorporation this 27th day of November, 2012, to be effective as of December 17, 2012.


Name: John A. Kolosky
As Its: Chair of Board of Directors