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*Amended
Restated*

06/18/07--01013--003 **35.00

FILED
2007 JUN 18 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ASR
6/20/07*

PAVESE LAW FIRM

Christina Harris Schwinn

Direct dial: (239) 336-6292
E-mail: Christinaschwinn@paveselaw.com

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June 12, 2007

Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

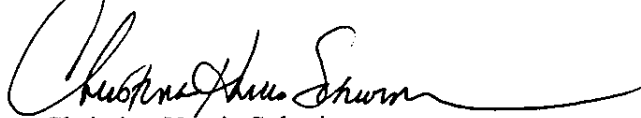
RE: Amended and Restated Articles of Incorporation
Visiting Nurses Association of Southwest Florida, Inc.

Dear Sirs:

Enclosed herewith please find the Amended and Restated Articles of Incorporation for Visiting Nurses Association of Southwest Florida, Inc. Please note that a signed signature page for the registered agent has not been included because there is no change to the existing registered agent.

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Very truly yours,



Christina Harris Schwinn

CHS:llg
Enclosures

cc: Client w/encl.

FAWPDATA\CHS\Visiting Nurses Assoc SW FL #60536.008\Secy of State ltr amd articles 6-12-07.wpd

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Cape Coral, Florida 33904
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LaBelle, Florida 33975
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VISITING NURSES ASSOCIATION OF SOUTHWEST FLORIDA, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
JUN 18 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Statutes, the Visiting Nurses Association of Southwest Florida, Inc. has adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I – PRINCIPAL OFFICE

The name of the corporation is the Visiting Nurses Association of Southwest Florida, Inc. ("Corporation") and its primary office is located at 3653 Central Ave., Fort Myers, Florida 33901.

ARTICLE II – CORPORATE PURPOSE

The primary purpose of the Corporation is to provide the highest quality home and community based health care services to all people in the community as far as the resources of the Corporation shall allow. Additionally, the Corporation shall have all powers as are enumerated in 617.0302, Florida Statutes.

ARTICLE III – CORPORATE EXISTENCE

This Corporation is to exist perpetually.

ARTICLE IV – CORPORATE POWERS

Section 1. The Corporation shall have the power to:

- A. Have succession by its corporate name for the period set forth in its articles of incorporation;
- B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- C. Adopt, use and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit";
- D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

- E. Adopt, change, amend and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- F. Increase, by a vote of its directors cast as the bylaws may direct, the number of its directors so that the number shall not be less than three (3) but may be any number in excess thereof;
- G. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
- H. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by this Article in any state, territory, district or possession of the United States or any foreign country;
- I. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- J. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;
- K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
- L. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;
- M. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Section 617.0833, Florida Statutes;
- N. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;
- O. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and

- P. Merge with other corporations or other business entities, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.

ARTICLE V – MEMBERS

This Corporation shall have no members.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. This Corporation shall be managed by the Board of Directors.

Section 2. Number of Directors. The number of Directors shall be no less than ten (10) and no more than seventeen (17). The number of Directors may be increased from time to time, by the Bylaws, but shall never be less than ten (10).

Section 3. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. Election. Members of the Board of Directors shall be elected in accordance with the provisions governing elections contained in the Corporation's Bylaws.

Section 5. Term. The length and duration of Director terms shall be determined in accordance with the Bylaws.

ARTICLE VII – EMERGENCY POWERS

This Corporation's Board of Directors shall have the emergency powers enumerated in the Corporation's Bylaws.

ARTICLE VIII – AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors. Upon approval of a majority vote of the Board of Directors, the Chief Executive Officer of the Corporation is empowered to execute any and all documents required to be executed in order to effectuate and file the amendment in the public records of the State of Florida with the Secretary of State's office.

ARTICLE IX – OFFICERS

The Officers of the Corporation include the Chief Executive Officer (CEO), President, Secretary, Treasurer, Chair and Vice Chair of the Board of Directors. Additionally, the Board of Directors is empowered to appoint additional officers to serve in the capacity as an assistant officer.

ARTICLE X – BYLAWS

The Board of Directors is empowered to adopt and amend the Corporation's Bylaws.

ARTICLE XI – MEETINGS AND QUORUM

The Bylaws of the Corporation shall set forth all meeting notice requirements and establish all quorum requirements.

ARTICLE XII – EXEMPT ORGANIZATION PROVISIONS

The Corporation is an exempt 501(c)(3) organization pursuant to the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the earnings of the organization shall inure to the benefit of or be distributable to its directors, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as forth in the Purpose clause herein. No substantial part of the activities of the organization shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the organization 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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by (a) any organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) any organization, contribution to which are deductible under 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the federal government or to state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – COMMITTEES

The Board of Directors shall have the power to appoint committees in accordance with the provisions of the Corporation's Bylaws.

ARTICLE XIV – INDEMNIFICATION

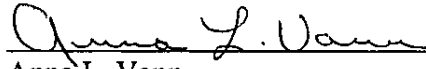
The Officers, Directors and Trustees of this Corporation shall be indemnified by the Corporation against any personal liability pursuant to and in accordance with 617.083 of the Florida Statutes, or any future such provision of the Florida Statutes and in accordance with applicable law.

ARTICLE XV – REGISTERED AGENT

Anna L. Vann is the registered agent of the Corporation. The registered agent's offices are located at 3653 Central Ave., Fort Myers, FL 33901.

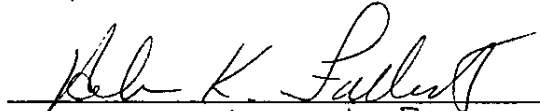
ARTICLE XVI – CERTIFICATION

The undersigned Chief Executive Officer and President of the Corporation hereby certifies that (i) the date of the adoption of these Amended and Restated Articles of Incorporation was Feb 27, 2007, (ii) these Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors currently in office; there are no members entitled to vote on these amendments, and (iii) these amendments shall be effective upon their filing with the Florida Department of State.



Anna L. Vann

ATTESTED TO BY:



Printed Name: Helen K. Fallert
Secretary