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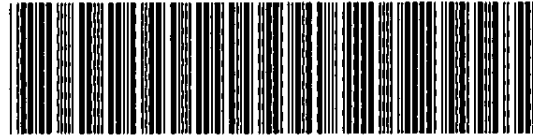
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John Robert Griffin

Requester's Name

2559 Shiloh Way

Address

TALLAHASSEE, FL 32308

City/State/Zip

Phone

850-509-2065

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

1. VISITING NURSES ASSOCIATION OF NO 6 00 00 09966
(Corporation Name) SOUTHWEST FLORIDA, (Document #)
INC,

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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VISITING NURSES ASSOCIATION OF SOUTHWEST FLORIDA, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Visiting Nurses Association of Southwest Florida, Inc., a Florida not for profit corporation, filed its original Articles of Incorporation with the Office of the Secretary of State on June 6, 1966, and was assigned document number 711056.

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 Avenue, 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 those in need of such services. 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;

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- 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

Hope Hospice and Community Services, Inc., a Florida not-for-profit Corporation, shall be the sole corporate member. There shall be no other members of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

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

Section 2. Number of Directors. The number of Directors shall be no less than three (3). The number of Directors may be increased from time to time, by the Bylaws, but shall never be less than three (3).

Section 3. Appointment. Members of the Board of Directors shall be elected by the board of directors of Hope Hospice and Community Services, Inc., and hold office in accordance with the Bylaws.

Section 4. 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 the Member. Upon approval of the Member, the President/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 President/Chief Executive Officer, 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 Member shall 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 set 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 and Directors of this Corporation shall be indemnified by the Corporation against any personal liability pursuant to and in accordance with sections 617.0831, 617.0834, 607.0831 and 607.0850 of the Florida Statutes, or any future such provision of the Florida Statutes and in accordance with applicable law.

ARTICLE XV
REGISTERED AGENT

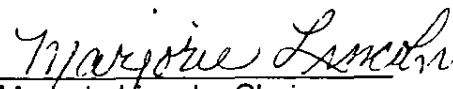
J. Robert Griffin is the registered agent of the Corporation. The registered agent's office is located at 3653 Central Avenue, Fort Myers, Florida 33901.

ARTICLE XVI
CERTIFICATION

The undersigned Chair of the Corporation hereby certifies that:


- A. The date of the adoption of these Amended and Restated Articles of Incorporation by the Board of Directors and the Member was the 7 day of August, 2013;
- B. These Amended and Restated Articles of Incorporation were adopted by a majority vote of the Board of Directors currently in office and the sole Member entitled to vote on these amendments; and
- C. These amendments shall be effective upon their filing with the Florida Department of State.

ATTESTED TO BY:


Marjorie Lincoln, Chair

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

 8/7/13
Robert Griffin