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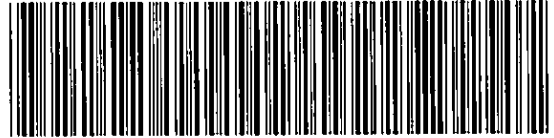
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2023 MAR -1 AM 10:37

TALLAHASSEE, FL

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2023 MAR -1 AM 11:19

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

3/2/2023

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

ACCOUNT NO. : I20000000195

REFERENCE : 536850 4319903

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 1, 2023

ORDER TIME : 9:09 AM

ORDER NO. : 536850-005

CUSTOMER NO: 4319903

DOMESTIC AMENDMENT FILING

NAME: VISITING NURSES ASSOCIATION OF  
SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

2023 MAR -1 AM 10:37

**VISITING NURSES ASSOCIATION OF SOUTHWEST FLORIDA, INC.**

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Member of Visiting Nurses Association of Southwest Florida, Inc. adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on June 16, 1966.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is Visiting Nurses Association of Southwest Florida, Inc. (the "Corporation"). The street address of the Corporation's principal office and the Corporation's mailing address is 3653 Central Ave, Fort Myers, Florida 33901, or at such other location in Lee County, Florida, as may be approved by the Board of Directors with the consent of the Member.

**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. Without limiting the generality of the foregoing, the primary purpose of the Corporation shall be to provide high quality home and community based health care services to those in need of such services.

**ARTICLE III**

**MEMBERS**

The sole member of the Corporation is Hope Hospice and Community Services, Inc., its successors and assigns (the "Member"). The Member shall have and exercise such reserved rights and powers related to the Corporation as shall be set forth in the Bylaws. As set forth in the Bylaws of the Corporation, certain reserved rights and powers of the Member shall be exercised only by the member of the Member, Chapters Health System, Inc., a Florida not for profit corporation, its successors and assigns.

**ARTICLE IV**

## **DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws. 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 301, Temple Terrace, Florida 33637.

## **ARTICLE VII**

### **BYLAWS**

The Bylaws of the Corporation may be amended, altered, added to or rescinded only in the manner as stated in such Bylaws.

## **ARTICLE VIII**

### **AMENDMENTS**

These Articles may be amended only by the Member in accordance with the procedures and approvals set forth 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 the Member if the Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to Chapters Health System, Inc., a Florida not for profit corporation, provided that it is qualified as exempt under Section 501(c)(3) of the Code. If Chapters Health System, Inc. is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

## **ARTICLE X**

## **TAX EXEMPT RESTRICTIONS**

**Section 1. Prohibition on Private Inurement.** Notwithstanding any other provision of these Amended and Restated Articles of Incorporation 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 Amended and Restated Articles of Incorporation and applicable law.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Amended and Restated Articles of Incorporation 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 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 Amended and Restated Articles of Incorporation 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 Amended and Restated Articles of Incorporation 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**

To the fullest extent permitted by law, the Corporation shall indemnify any person who is or was an officer, director, or employee of the Corporation, or who is or was serving at the request of the Board of Directors or an officer of the Corporation as an officer, director, or employee of another corporation, partnership, limited liability company, or other entity. Any amendment, modification or repeal of this Article XI shall be prospective only and shall not in any way have the effect of limiting or denying any rights of any such person under this Article XI as in effect immediately prior to such amendment, modification or repeal. The right to indemnification conferred in this Article XI shall not be exclusive of any other right which any such person who is entitled to indemnification pursuant to this Article XI may have or hereafter acquire under any applicable law (common or statutory), provision of the Bylaws of the Corporation, agreement, vote of the Board of Directors of the Corporation or otherwise.

**ARTICLE XII**

**ARTICLE CONSOLIDATION**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

**ARTICLE XIII**

**EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation shall be effective as of March 1, 2023.

These Amended and Restated Articles of Incorporation were adopted by the Member of the Corporation at a meeting held on February 23, 2023, and the vote cast by the Member was sufficient for approval.

WHEREFORE, the undersigned Chair of the Board of Directors of Visiting Nurses Association of Southwest Florida, Inc., has executed these Amended and Restated Articles of Incorporation to be effective the 1<sup>st</sup> day of March, 2023.

VISITING NURSES ASSOCIATION OF  
SOUTHWEST FLORIDA, INC.

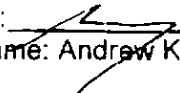
A handwritten signature in black ink, appearing to read 'C. Idelson', is written over a horizontal line.

Name: Charles K. Idelson  
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 Visiting Nurses Association of Southwest Florida, Inc., at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, I represent that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date 2/24/ 2023

By:   
Name: Andrew K. Molosky