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AccessCare Management, Inc.
3245 Fifth Avenue North
St. Petersburg, Florida 33713

June 13, 1997

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-07/30/97-0112-003
*****87.50 *****87.50

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

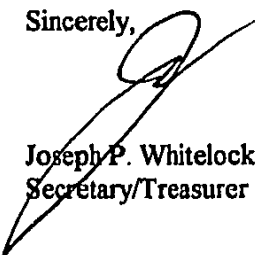
To Whom it May Concern:

Enclosed are the following:

- Completed Articles of Amendment to Articles of Incorporation form in the name of AccessCare Management, Inc. (formerly Manatee Council on Aging, Inc.)
 - A copy of the Restated Articles of Amendment showing all amendments, additions and deletions;
 - A copy of the Restated Articles of Amendment to be filed;
- A check in the amount of \$87.50, which incorporates the filing fee of \$35 and the \$52.50 charge for an additional certified copy.

If you have any questions please contact me at the above address.

Sincerely,


Joseph P. Whitelock
Secretary/Treasurer

FILED
97 JUL 30 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
w/ Name change
LFT 8-15-97

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 JUL 30 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AccessCare Management, Inc. (Formerly Manatee Council on Aging, Inc.)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Please see attached copy of Amended and Restated Articles of Incorporation.

SECOND: The date of adoption of the amendment(s) was: June 4, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) ~~was~~(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

AccessCare Management, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Richard C. Young

Typed or printed name

President

Title

June 13, 1997

Date

- (c) This corporation shall not participate or intervene in or campaign on behalf of any candidate for public office.
- (d) The affairs of this corporation shall be conducted in such manner that, under the laws of the United States of America from time to time in force, (i) this corporation will constitute an organization exempt from Federal income taxation and (ii) any and all gifts, bequests and other transfers of property made to this corporation will be deductible from Federal estate and gift tax purposes.

ARTICLE III TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE IV OFFICERS

The officers of this corporation shall consist of a President; one or more Vice Presidents, the number thereof to be determined by the Board of Directors; a Secretary; a Treasurer; and such other officers as may be provided in the By-laws.

The officers of the corporation shall be elected at the annual meeting of the Board of Directors as provided by the By-laws.

ARTICLES V BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors consisting of three (3) Directors. The number of Directors may be increased or decreased from time to time, in accordance with the By-laws, but such number shall never be less than three (3).- Each Director shall be elected and hold office in accordance with the By-laws.:

ARTICLE VI BY-LAWS

The Board of Directors of this corporation may adopt such By-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The By-laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular meeting, or at any special meeting called for that purpose, after due written notice to all members of the Board.

**Amended and Restated
ARTICLES OF INCORPORATION
OF**

AccessCare Management, Inc.

(A corporation not for profit)

FILED

97 JUL 30 AM 9:24

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

For the purpose of organizing a corporation not for profit pursuant to the laws of the State of Florida, we, the undersigned, do hereby adopt the following Articles of Incorporation, and we do hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this corporation shall be "AccessCare Management, Inc."

**ARTICLE II
PURPOSES**

The general nature of the objects and purposes of this corporation shall be as follows:

1. To assist, encourage and promote the well being of aging individuals, regardless of race, color or creed, through any one or more of the following means:
 - (a) The care and assistance of the sick, needy and disabled.
 - (b) The promotion of public health and recreation.
 - (c) The advancement of education and dissemination of knowledge.
 - (d) The furtherance of research for the advancement of knowledge and the alleviation of suffering.
2. This corporation shall at all times be operated and conducted exclusively for the charitable, scientific and educational purposes hereinabove set forth, and all of the property of this corporation shall be used exclusively for such purposes. This corporation shall at all times be operated and conducted in conformity with the following additional provisions:
 - (a) All of the activities carried on by this corporation shall be carried on in the State of Florida, primarily for the benefit of the inhabitants of the State of Florida.
 - (b) No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual or to the benefit of any member, director or officer of this corporation.

ARTICLE VII AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular meeting, or at any special meeting called for that purpose, after due written notice to all members of the Board.

ARTICLE VIII PRINCIPAL OFFICE

The principal office of this corporation shall be located in, St. Petersburg, Pinellas County, Florida and the address of such principal office shall be at 3245-5th Avenue North, St. Petersburg, Florida, but this corporation may change the location and address of such principal office from time to time by action of its Board of Directors without amendment to these Articles of Incorporation, and may have such other offices within the State of Florida as may be necessary or convenient.

ARTICLE IX DISSOLUTION

No person, firm or corporation shall ever receive any of the net earnings or assets of this corporation. Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be applied to the objects and purposes set forth in Article II hereof and the application of such assets to such objects and purposes may be made by distribution, organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private stockholder or individual. Each institution shall be an institution which constitutes an organization exempt from Federal income taxation under the laws of the United States of America from time to time in force. The term "Institution", as used in this Article XI, shall mean any corporation, trust, united fund, foundation or fund created or organized in the State of Florida and whose activities are confined to and whose funds and properties are used within the State of Florida exclusively for charitable, scientific or educational purposes.

ARTICLE X COMMITTEES

The Board of Directors is expressly authorized, by resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in the resolution or in the By-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE XI IDEMNIFICATION

Any person who at any time shall serve as a Director or officer of the corporation, or who at any time shall serve at the request of the corporation as a director or officer of any other corporation in which this corporation owns shares of capital stock or of which this corporation is a creditor, shall be indemnified by this corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by such person in connection with the defense or settlement of any action, to which he may be made a party by reason of such person being or having been such a director or officer, by or in the right of this corporation to procure a judgement in its favor, or in connection with an appeal therein, provided, however, that such indemnity shall not be operative with respect to any matter as to which such person shall have been finally adjudged in such action to have been guilty of negligence or misconduct in the performance of his duty to this corporation.

Any such person further shall be indemnified by this corporation against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of any action, suit or proceeding, whether civil, criminal, administrative or other, or any appeal therein, to which such person may be made a party and which may be brought to impose a liability or penalty on such person for an act or acts alleged to have been committed by such person in his capacity as director or officer, except any action, suit or proceeding by or in the right of this corporation to procure a judgment in its favor, provided, however, that such indemnity shall not be operative (a) with respect to any matter settled or compromised, unless the settlement or compromise is approved by the Board of Directors, and (b) unless such person acted in good faith in the reasonable belief that such action was in the best interests of this corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

The foregoing indemnification shall extend to the heirs; executors and administrators of any such person and shall not be deemed exclusive of any other rights to which those indemnified may be entitled as a matter of law.