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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOSPICE OF ST. FRANCIS, INC.**

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**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
HOSPICE OF ST. FRANCIS, INC.**

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, Hospice of St. Francis, Inc., a Florida not for profit corporation (the "Corporation"), hereby submits these Articles of Restatement to its Articles of Incorporation.

**ARTICLE I
Restated Articles of Incorporation**

The Restated Articles of Incorporation of the Corporation are attached to these Articles of Restatement as Exhibit A.

**ARTICLE II
Certificate**

The undersigned corporation certifies that the Restated Articles of Incorporation of the Corporation contain amendments to its Articles of Incorporation, as amended, which require member approval. The Restated Articles of Incorporation were approved by the unanimous written consent of the members of the Corporation and by the unanimous written consent of the Board of Directors of the Corporation, all in accordance with the existing Articles of Incorporation of the Corporation and the requirements of Chapter 617, *Florida Statutes*.

IN WITNESS WHEREOF, the Corporation adopts these Articles of Restatement on the 12th day of August, 2019.

HOSPICE OF ST. FRANCIS, INC.

By: _____

Joseph S. Killian, President

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Ex. A

**RESTATED ARTICLES OF INCORPORATION
OF
HOSPICE OF ST. FRANCIS, INC.
(a corporation not for profit)**

Hospice of St. Francis, Inc. (the "Corporation") hereby submits these Restated Articles of Incorporation to the Florida Secretary of State.

**ARTICLE I
Name**

The name of the Corporation is Hospice of St. Francis, Inc.

**ARTICLE II
Purpose**

(a) To provide for the care and needs of persons who are terminally ill and/or have chronic life limiting disease.

(b) To support and encourage programs for home care, in-patient services, out-patient services and coordination of such support and medical services as are implicit in the notion of hospice and palliative care.

(c) To provide education and educational programs for the lay public and for professionals in providing help and services to persons who are terminally ill and/or have chronic life limiting disease.

(d) To provide medical and non-medical home care services through professional and lay volunteers.

(e) In carrying out said purpose to do such acts and deeds as may be allowed under the laws of the State of Florida for a not for profit corporation.

**ARTICLE III
Limitations**

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) subject to the provisions of Section 509(a)(3) of the Code; (c) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (d) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (e) gifts which are deductible for federal gift tax purposes under Section

2522(a)(2) of the Code. These Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV

Term

The period of existence of the Corporation shall be perpetual.

ARTICLE V

Membership

The Corporation shall have no members.

ARTICLE VI

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of such number of directors as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to directors shall be as provided in the Bylaws.

ARTICLE VII

Bylaws

The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended only upon the vote of three-fourths (3/4) of the entire number of members of the Board of Directors of the Corporation.

ARTICLE IX

Private Foundation Limitations

Notwithstanding anything to the contrary contained in these Articles, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

(a) The Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) The Corporation shall not engage in act of "self-dealing" as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE X Indemnification

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

ARTICLE XI Dissolution

Upon dissolution of the Corporation, assets shall be distributed to a not for profit Florida corporation whose purpose is substantially similar to the purpose of this Corporation. Said corporation shall conduct its principal activities in Brevard County, Florida. Any assets not distributed as provided herein shall be distributed by a court of competent jurisdiction in Brevard County, Florida, exclusively for the aforesaid purposes.

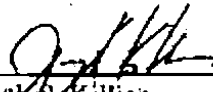
ARTICLE XII Address

The principal office of this Corporation shall be 1250-B Grumman Place, Titusville, Florida 32780.

ARTICLE XIII Registered Office and Registered Agent

The address of the registered office and the name of the registered agent at that address are as follows: Marsha L. Abeln, 1250-B Grumman Place, Titusville, Florida 32780.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 12th day of August, 2019.



Joseph S. Killian
President
1250-B Grumman Place
Titusville, Florida 32780