

Division of Corporations

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742246

Florida Department of State
Division of Corporations
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HOSPICE OF PALM BEACH COUNTY, INC.**

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February 4, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HOSPICE OF PALM BEACH COUNTY, INC.
5300 EAST AVENUE
WEST PALM BEACH, FL 33407-2387US

SUBJECT: HOSPICE OF PALM BEACH COUNTY, INC.
REF: 742246

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

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GUNSTER

ATTORNEYS AT LAW

Writer's E-Mail Address: MStocks@gunster.com
Writer's Direct Dial: 561-650-0728
Writer's Direct Fax: 561-671-2527

February 3, 2014

VIA FACSIMILE

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Second Amended and Restated Articles of Incorporation
Hospice of Palm Beach County, Inc.

Dear Sir or Madam:

Transmitted herewith, for filing, please find Second Amended and Restated Articles of Incorporation of Hospice of Palm Beach County, Inc.

Please note that the effective date of the Second Amended and Restated Articles of Incorporation of Hospice of Palm Beach County, Inc. is February 3, 2014.

If you have any questions or concerns, please advise.

Respectfully submitted,

Melanie Stocks

Melanie B. Stocks
Paralegal

Attachment

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOSPICE OF PALM BEACH COUNTY, INC.**

A Florida Not For Profit Corporation

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Hospice of Palm Beach County, Inc., a corporation under the Florida Not For Profit Corporation Act (the "Act"), does hereby execute the following Articles of Incorporation, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: Hospice of Palm Beach County, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE; REGISTERED AGENT**

The principal place of business and mailing address of the Corporation shall be 5300 East Avenue West Palm Beach, Florida 33407. The registered office is also 5300 East Avenue West Palm Beach, Florida 33407, and the registered agent at such address is Michele O'Donnell.

**ARTICLE III
PURPOSES**

3.1 The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, scientific, or educational purposes as described in 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").

3.2 The Corporation shall administer a program of medical, psychological, spiritual and social services to persons with terminal illnesses and to their families. The Corporation's services focus on physical, social, emotional, and spiritual care, as well as interpersonal relationships with family and close friends.

3.3 No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

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3.4 The Corporation shall not participate, directly or indirectly, 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, nor shall it engage in any other activity that would cause it to lose its tax exempt status. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

3.5 Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

3.6 Upon the dissolution of the Corporation, the board of directors of the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation: (i) to the sole member of the Corporation, provided that at time of such distribution the sole member of the corporation is an organization organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify the sole member of the corporation as an exempt organization or organizations under Section 501(c)(3) of the Code; or (ii) otherwise, in a manner consistent with the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not disposed of in accordance with this section for any reason shall be disposed of by the proper Court of the county in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations under Section 501(c)(3) of the Code as such Court shall determine.

ARTICLE IV BYLAWS

The board of directors of the Corporation may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the board of directors may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

ARTICLE V ELECTION OF DIRECTORS

The manner in which the members of the board of directors of the Corporation are elected or appointed shall be as provided in the Bylaws.

ARTICLE VI ELECTION OF OFFICERS

The manner in which the officers of the Corporation are elected or appointed shall be as provided in the Bylaws.

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ARTICLE VII MEMBERSHIP

The sole member of the Corporation shall be TrustBridge, Inc.

ARTICLE VIII INDEMNIFICATION

8.1 The Corporation shall indemnify to the fullest extent authorized or permitted by the Act and the Florida Business Corporation Act, as each may be amended and supplemented from time to time, and may advance related expenses to, any person made or threatened to be made a party to any action, suit or proceeding (whether civil or criminal) by reason of the fact that he or she (a) is or was a director, officer or committee member of the Corporation; or (b) is or was serving at the request of the Corporation as a director, officer, manager or committee member of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. The indemnification provided for in this Section 8.1 shall not be deemed exclusive of any other rights to which such indemnified directors, officers, managers and committee members may be entitled, under any bylaw, agreement, vote of disinterested directors or otherwise, as to action in their official capacities and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

8.2 Unless otherwise expressly prohibited by the Act, and except as otherwise provided in Section 8.1 of these Articles of Incorporation, the board of directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding (whether civil or criminal) by reason of the fact that he or she is or was a non-officer employee or agent of the Corporation, or is or was serving at the request of the Corporation as a non-officer employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. For the avoidance of doubt, indemnification pursuant to the immediately foregoing sentence shall be at the sole and exclusive discretion of the board of directors of the Corporation, and no person falling within the purview of the immediately foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended or amended and restated only by a vote of two-thirds of the members of the board of directors of the Corporation at a meeting at which a quorum of the members of the board of directors of the Corporation is present.

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The foregoing Second Amended and Restated Articles of Incorporation were recommended to and approved by the board of directors and the sole member of the Corporation pursuant to resolutions adopted at a meeting of the board of directors and the sole member of the Corporation held on February 3, 2014.

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IN WITNESS WHEREOF, Hospice of Palm Beach County, Inc. has caused these Second Amended and Restated Articles of Incorporation of Hospice of Palm Beach County, Inc. to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 3rd day of February, 2014.

By: 

Name: David C. Fielding

Title: Chief Executive Officer