



Health
First, Inc.

743945

January 19, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Gentlemen:

Charter No. 743945
Holmes Regional Hospice, Inc.

We are enclosing herewith original and duplicate original Articles of Restatement for the subject corporation. The duplicate original has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate, certify and return to the undersigned.

Our check for \$87.50 representing filing fee of \$35.00 and certification fee of \$52.50 is enclosed.

Thank you for your cooperation in this matter.

Sincerely

Wilma F. Daniel
Legal Assistant

Enclosures

Rsistant MC

TLC JAN 20 1998

Office of Corporate Counsel
Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 752-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

FILED
98 JAN 20 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
telephone (407) 752-4159
FAX (407) 253-3273

**ARTICLES OF RESTATEMENT
HOLMES REGIONAL HOSPICE, INC.**
[a corporation not for profit]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby restate the Articles of Incorporation of the foregoing not-for-profit corporation, pursuant to Section 617.1007, Florida Statutes, which restatement includes one or more amendments to the Articles which require Member approval. Such Restated Articles of Incorporation restate and further amend the provisions of the Articles of Incorporation as heretofore amended, and there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Restated Articles of Incorporation other than the amendments contained herein.

These Articles of Restatement were duly adopted by the Board of Directors of Holmes Regional Hospice, Inc. on September 17, 1997, by the Member, Health First, Inc., on October 22, 1997, and the number of votes cast by each was sufficient for approval. The Articles of Restatement shall become effective on January 1, 1998, or upon filing with the Department of State, whichever shall later occur.

**ARTICLE I
NAME**

The name by which the corporation shall be known shall be HOSPICE OF HEALTH FIRST, INC.

**ARTICLE II
PURPOSES**

The purpose or purposes for which this Corporation is organized are:

1. To create a supportive environment in which a person who has a life threatening illness is treated with respect, and therefore prepared for a dignified death that is satisfactory to the person and to those who participate in the person's care.
2. To provide for the care and needs of the terminally ill by furnishing both inpatient and outpatient services and by making educational programs available to patients and their families.
3. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon a not-for-profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

This Corporation is organized exclusively for charitable, scientific and educational purposes for which a corporation may be formed under the not-for-profit corporation law and not for pecuniary profit or financial gain; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. Upon dissolution of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provision. The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III QUALIFICATION OF MEMBERS

The Member of the Corporation shall be Health First, Inc. Provisions relating to the Member, including voting and other rights, shall be set forth in the Bylaws of the Corporation.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICERS

Section 1. The officers of the corporation shall be as described in the Bylaws of the Corporation.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 12 persons. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 2. The members of the Board of Directors numbering eleven shall be elected for a term of three years, and the Board members shall be divided into classes in respect to their terms of office. Except in case of health, resignation or other disqualification, each member of the Board shall hold office until his successor has been elected and qualified. Members now constituting the Board of Directors, whose terms expire in 1998 shall constitute the first class and their successors shall be elected in 1998 for a period of three years. Members now constituting the Board of Directors, whose terms expire in 1999 shall constitute the second

class and their successors shall be elected in 1999 for a period of three years. The Chief Executive Officer of Health First, Inc., or his/her designee, shall serve as the 12th Director and shall serve until his successor has been elected and qualified or until the earlier of his resignation, removal from office or death. A designee may be removed from the Board at any time by the Chief Executive Officer of Health First, Inc.

ARTICLE VII ADVISORY COUNCIL

The community relations of this Corporation shall be managed by an Advisory Council consisting of those persons appointed from time to time by the Board of Directors. The Advisory Council shall provide volunteer advice and counsel for the purposes of the Corporation; shall advise the Executive Director of the Corporation with respect to the range of services to be provided; and shall recommend to the Board of Directors an annual operating budget and a capital equipment budget at such times as the Board of Directors requests or the Bylaws provide.

ARTICLE VIII BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying on of its purposes as may become necessary from time to time.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended only by the Member in the manner now or hereafter provided in the Florida Statutes.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes, or except as otherwise provided by Chapter 617 Florida Statutes.

ARTICLE X LOCATION

The location of this Corporation shall be at 1900 Dairy Road in the City of West Melbourne, County of Brevard, State of Florida.

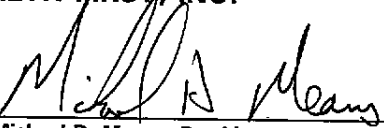
**ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividend or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government or to a State or local government for a public purpose, and none of the assets will be distributed to any director, officer or trustee of this Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 23rd day of October 1997, for the purpose hereinabove expressed.

HEALTH FIRST, INC.

By


Michael D. Means, President

HOLMES REGIONAL HOSPICE, INC.

By


Stephen P. Bunker, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared STEPHEN P. BUNKER and MICHAEL D. MEANS, who are personally known to me and known to be the Secretary of Holmes Regional Hospice, Inc. and President of Health First, Inc., who executed the foregoing Articles of Restatement, and they acknowledged before me that they executed it in the name of and for the respective corporations, and that they were duly authorized by said corporations to do so.

WITNESS my hand and official seal in the County and State aforesaid this 23rd day of October 1997.



Notary Public - State of Florida

