

743945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

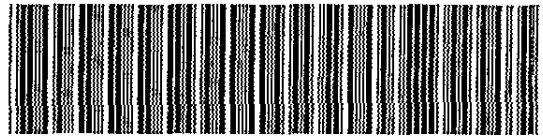
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900008668159

11/05/02--01001--006 **35.00

FILED
02 NOV -5 4 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rstart
T. Lewis 11/12/02



Health
First, Inc.

October 25, 2002

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

Gentlemen:

Hospice of Health First, Inc.
Document No. 743945

Enclosed herewith for filing are Articles of Restatement for the subject non-profit entity, together with our check for \$35.00.

Please forward your filing acknowledgment to the undersigned.

Sincerely,

Wilma F. Daniel
Contracts Administrator

Enclosures

Office of Vice President
and Corporate Counsel

reply to:

8249 Devereux Drive
Melbourne, FL 32940-7955

telephone [321] 434-4355
FAX [321] 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (321) 434-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (321) 799-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (321) 434-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (321) 434-8000
Health First Physicians, Inc. • Family Practice/Gastroenterology/Internal Medicine/Obstetrics & Gynecology/Occupational Medicine • (321) 434-2300
Health First Health Plans, Inc. • 8247 Devereux Drive, Suite 103 • Melbourne, Florida 32940-7955 • (321) 434-5600 • (800) 716-7737

FILED
02 NOV -5 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT
HOSPICE OF HEALTH FIRST, INC.

[a corporation not for profit]

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 that 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 Hospice of Health First, Inc. on September 25, 2002, by the Member, Health First, Inc., on October 17, 2002, and the number of votes cast by each was sufficient for approval. The Articles of Restatement shall become effective upon filing with the Department of State.

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

The officers of the corporation shall be as described in the Bylaws of the Corporation. The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

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.

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 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 VIII 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 IX LOCATION

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

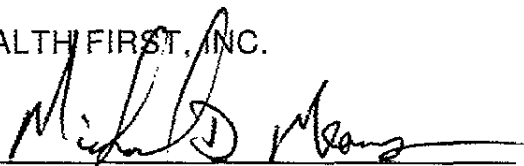
ARTICLE X DISTRIBUTION OF ASSETS UPON DISSOLUTION

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 17th day of October 2002, for the purpose hereinabove expressed.

HEALTH FIRST, INC.

By



Michael D. Means, President

HOSPICE OF HEALTH FIRST, INC.

By



Michael D. Means, President