

745062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

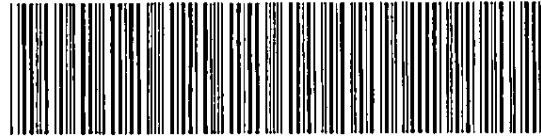
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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TALLAHASSEE, FL 32399

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TALLAHASSEE, FL 32399

Y SULKER

MAY 26 2020

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017  
Date: 5-22-20  
Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302  
Telephone: (850) 513-3619 - direct  
(850) 224-1585  
Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO  
DEDUCT FROM ACCOUNT

\$ 43.75

Corporation Name: Community Hospice of Northeast  
Florida, Inc.

Email Address: \_\_\_\_\_

Entity Number: 745062

Authorization: Kim Pullen

Amd. + Rest.

Articles, 5-22-20

☒

Certified Copy

\_\_\_\_\_  
Certificate of Status

\_\_\_\_\_  
New Filings

\_\_\_\_\_  
Plain Stamped Copy

\_\_\_\_\_  
Annual Report

\_\_\_\_\_  
Fictitious Name

☒  
Amendments

\_\_\_\_\_  
Registration

( ☒ ) Call When Ready

( ☒ ) Call if Problem

( ) After 4:30

( ☒ ) Walk In

( ) Will Wait

( ☒ ) Pick Up

CF Internal Use Only

Client: 03339 Matter: 39397

Name: K. Murphy Office: TPA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF COMMUNITY HOSPICE OF NORTHEAST FLORIDA, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

These Amended and Restated Articles of Incorporation of Community Hospice of Northeast Florida, Inc., a Florida not for profit corporation (the "Corporation"), dated as of June 1, 2020, are being duly executed and filed by Susan Ponder-Stansel, its President and Chief Executive Officer, to amend and restate the Corporation's original Articles of Incorporation, which were filed on November 28, 1978, as amended by the Articles of Amendment on February 11, 1999. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**

Name

The name of the corporation is Community Hospice of Northeast Florida, Inc.

**ARTICLE II**

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation is 4266 Sunbeam Road Jacksonville, Florida 32257.

**ARTICLE III**

Term of Existence

The Corporation shall have perpetual existence.

**ARTICLE IV**

Sole Member

Alivia Care, Inc., a Florida not for profit corporation (the "Member"), shall be the sole member of the Corporation. The Member shall be entitled to all rights and powers of a member under the laws of the State of Florida, these Articles of Incorporation, and the Corporation's Bylaws.

**ARTICLE V**

Purposes and Powers

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). Notwithstanding any other provision of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee, officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes), and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and

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TALLAHASSEE, FLORIDA

the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- (a) To provide comprehensive palliative care to patients with advancing illness, to support the long-term well-being of such patients' families, to enhance the overall care of all persons with serious illness through education and advocacy, and to serve as a symbolic reminder that death is a part of life;
- (b) To make hospice services available to all terminally ill persons and such ill persons' families without regard to age, gender, religion, culture, national origin, sexual orientation, disability, diagnosis, cost of therapy, or ability to pay, and to respect the values, belief systems and choices of patients and families; and
- (c) Except as limited by these Articles of Incorporation, the Corporation's Bylaws, and applicable law, to have and exercise all the corporate powers enumerated in Section 617.0302, Florida Statutes, as may be amended, restated, or renumbered from time to time, and all other powers consistent therewith and necessary and proper to the operation of the Corporation, including all powers implicit in the purposes outlined in these Articles of Incorporation and the Corporation's Bylaws.

#### **ARTICLE VI** Board of Directors

The number of directors on the Board of Directors of the Corporation (the "Board"), the procedure for election and appointment of such directors, and the powers of the Board shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE VII** Registered Office and Registered Agent

The registered office of the Corporation is located at 4266 Sunbeam Road Jacksonville, Florida 32257, and the registered agent at such office is Susan Ponder-Stansel, whose acceptance of appointment as registered agent for the Corporation is set forth below.

#### **ARTICLE VIII** Distribution of Assets Upon Dissolution

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX**

**Amendments**

Subject to the ultimate approval of the Member, these Articles of Incorporation may be amended by a majority of the directors of the Corporation at the annual meeting or any regular or special meeting of the Board, provided written notice containing a full statement of the proposed amendment is sent to each of the directors, by mail, facsimile or email, at least five (5) days prior to the Board meeting at which the proposed amendment shall be presented.

**ARTICLE X**

**Adoption and Approval**

The Member and the Board of Directors adopted and approved these Amended and Restated Articles of Incorporation on the 20th day of May 2020.

**ARTICLE XI**

**Effective Date**

These Amended and Restated Articles of Incorporation shall be effective on June 1, 2020.

The undersigned has executed these Amended and Restated Articles of Incorporation this 20th day of May, 2020.

DocuSigned by:



25568A9931565447  
Susan Ponder-Stansel

President and Chief Executive Officer

### SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Community Hospice of Northeast Florida, Inc., with an effective date of June 1, 2020, have been duly approved and adopted by the Board of Directors of Community Hospice of Northeast Florida, Inc. at a meeting held on May 20, 2020.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation has signed this Certificate this 20th day of May, 2020.

\_\_\_\_\_  
Tracy Arthur

Secretary

### CONSENT OF REGISTERED AGENT

I, Susan Ponder-Stansel, hereby accept and consent to my appointment as registered agent of Community Hospice of Northeast Florida, Inc. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DocuSigned by:



25568A9931565447  
Susan Ponder-Stansel

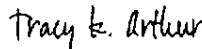
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\_\_\_\_\_  
Susan Ponder-Stansel  
President and Chief Executive Officer

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Secretary

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\_\_\_\_\_  
Susan Ponder-Stansel

**Community Hospice of Northeast Florida, Inc.  
Board of Directors**

Effective June 1, 2020

Tracy Arthur  
Jason Barrett  
Katherine Batenhorst  
Gerardo Colon-Otero, MD  
Nancy Dawson, MD  
Bill Dudley  
Christopher Emans  
Senator Audrey Gibson  
Marie Gnage  
Joe Gordy  
Dr. Ann Harwood-Nuss  
Richard Hawthorne  
Reverend Marsha Holmes  
Patrice Jones  
T. Fitch King, III  
Sue Leger-Krall, ARNP, PhD  
John D. Logue, CFP  
Michael Mayo  
Ambassador Marilyn McAfee  
Patricia A. McElroy  
David Meyer  
Greg Miller  
Joe Mitrick  
Kevin Robbins  
Larry Wagoner, LMFT, PhD