

747179

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000167760 3)))



H090001677603ABC3

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P  
Account Number : 072720000266  
Phone : (941) 366-4800  
Fax Number : (941) 552-5559

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 JUL 22 PM 1:39

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**TIDEWELL HOSPICE AND PALLIATIVE CARE, INC.**

RECEIVED  
2009 JUL 22 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

*Handwritten:* Audit + Notul & cc's 7/31/09

H09000167760 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TIDEWELL HOSPICE AND PALLIATIVE CARE, INC.  
(A Corporation Not for Profit)**

Pursuant to Section 617.1006, Florida Statutes, the Board of Trustees of Tidewell Hospice and Palliative Care, Inc., a Florida not for profit corporation (the "corporation"), by its undersigned President and Chief Executive Officer, has adopted the following Amended and Restated Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

Tidewell Hospice, Inc.

The principal address and the mailing address of the corporation shall be:

5955 Rand Boulevard  
Sarasota, Florida 34238

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable, scientific, 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 general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes; and

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Trustees, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

FILED  
09 JUL 22 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H09000167760 3

H09000167760 3

The specific nature, objects and purposes of the corporation shall be to provide a comprehensive continuum of services for patients and families dealing with health and medical issues, including, but not limited to, services for:

- i. patients and families dealing with advanced illness; and
- ii. services for patients medically diagnosed as chronically and/or terminally ill and for their families during such illness and the following period of bereavement, to help ease the physical and psychological discomforts attendant to such illness and death.

The corporation shall have all powers necessary to effectuate such purposes, provided, however, that it shall at all times meet such standards in all its activities as are or may be set by the laws of the State of Florida and/or the United States Department of Health, Education and Welfare pertaining to such activities.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **III. MEMBERS**

The corporation shall not have members.

### **IV. BOARD OF TRUSTEES**

The affairs of the corporation shall be managed by a Board of Trustees consisting of no less than nine and no more than thirty. The Board of Trustees shall be elected as provided in the corporation's bylaws. The Board of Trustees shall have all the requisite power and authority, which is customarily vested in corporate directors, over the business and affairs of the corporation.

### **V. CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

H09000167760 3

H09000167760 3

**VI.  
BYLAWS**

The Board of Trustees of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Trustees in the manner provided by such Bylaws.

**VII.  
REGISTERED OFFICE**

The street address of the registered office of the corporation is 5955 Rand Boulevard, Sarasota, Florida 34238, and the name of the registered agent of this corporation at that address is Marge Maisto.

**VIII.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under 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) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**IX.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

This amendment was adopted by the Board of Trustees on July 22<sup>nd</sup> 2009, and the number of votes cast for the amendment was sufficient for approval. There are no members or members entitled to vote on the amendment.

IN WITNESS WHEREOF, the President and Chief Executive Officer has executed these Amended and Restated Articles of Incorporation this 22<sup>nd</sup> day of July 2009.


  
Marge Maisto  
President and Chief Executive Officer

H09000167760 3

H09000167760 3

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of Tidewell Hospice, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
Marge Maisto  
Registered Agent

1017257\_1.doc

H09000167760 3