

760881

(Requestor's Name)

(Address)

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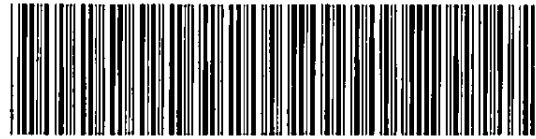
(Business Entity Name)

(Document Number)

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Amended &
Restated

FILED
May 01, 2023 08:00 AM
Secretary of State

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2023 MAY - 1 PM 2:40
TALLAHASSEE, FLORIDA

A00789, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2023

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: HOSPICE OF MARION COUNTY, INC.
Ref. Number: 760881

We have received your document for HOSPICE OF MARION COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the date of adoption by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Annette Ramsey
OPS

Letter Number: 923A00009799

RECEIVED
2023 MAY -5 PM 3:17
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

HOSPICE OF MARION COUNTY, INC

Please Debit 120000000257 For: 125

Thank you Seth Neeley



Signature

Requested by: SETH 05/05

Name Date Time

Walk-In Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
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____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
May 01, 2023 08:00 AM
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HOSPICE OF MARION COUNTY, INC.**
a Florida Not For Profit Corporation

Pursuant to Chapter 617 of the Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates its Articles of Incorporation in their entirety to read as follows:

**ARTICLE I
NAME**

The name of this corporation shall be **HOSPICE OF MARION COUNTY, INC.** The principal place of business shall be located in Ocala, Marion County, Florida.

**ARTICLE II
PURPOSES**

The general nature of the objects and purposes of this corporation shall be to meet or to aid in meeting the medical, psychological, physical, social, and spiritual needs of persons facing serious, life-limiting illnesses or end-of-life issues and conditions and/or who may be in need of palliative or other home care, and their families, as well as to mobilize other community resources and agencies to meet such needs.

In carrying out its purposes, the corporation may receive, hold, invest, and reinvest gifts and grants of money or property, collect income, sell property and disburse funds to any person or organization, public or private.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to any member, officer, or director, of this corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene (including the publishing or distribution of statements in any political campaign on behalf of any candidate for public office.

No member, director, or officer of this corporation or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

Name: Hospice of Marion County, Inc.

EIN: 59-2214796

Notwithstanding any other provision of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III POWERS

This corporation shall have all powers provided for corporations Not For Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the corporation's status as a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE IV MEMBERS

The sole member of the corporation shall be Empath-Stratum, Inc., a Florida not for profit corporation (the "Member").

ARTICLE V TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI BOARD OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors of not less than three (3) members and no more than a number as set pursuant to the Bylaws of the corporation. The Board of Directors shall be appointed in accordance with the provisions of the Bylaws of the corporation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination in accordance with the provisions of the Bylaws of the corporation.

ARTICLE VII AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended only by the approval of the Member and a majority of the Board of Directors at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a Director or Officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with or arising out of any claim, action, suit or proceeding in which he/she may be involved by reason of his/her's being or having been a Director or Officer of this corporation whether or not he/she continues to be a Director or Officer of this corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself. However, no such Director or Officer shall be so indemnified with respect to, any matter as to which such Director or Officer shall be finally adjudged to be liable for actual misconduct in the performance of his/her's duties as a Director or Officer. The corporation may settle any litigation against a Director or Officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE IX DISSOLUTION

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

Name: Hospice of Marion County, Inc.

EIN: 59-2214796

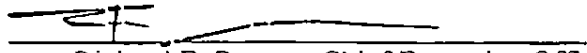
religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for the Judicial Circuit in which the principal office of this 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 X
REGISTERED AGENT, REGISTERED OFFICE AND
REGISTERED AGENT ACCEPTANCE**

The name and address of the registered agent of the corporation is:


Richard E. Bourne
3231 SW 34th Avenue
Ocala, FL 34474

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.


Richard E. Bourne, Chief Executive Officer

**ARTICLE XI
AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by Directors at a meeting held on April 24, 2023, to be effective May 1, 2023, in accordance with Section 617.0721 and 617.1007 of the Florida Statutes and the corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes. There are no members entitled to vote on an amendment to the Articles of Incorporation.


Richard Larkin, Chairperson