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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.**

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MAR 01 2021

**ARTICLES OF AMENDMENT AND
RESTATED ARTICLES OF INCORPORATION
OF
THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.
(A Florida Not-for-Profit Corporation)**

These Articles of Amendment and Restated Articles of Incorporation of **THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "*Corporation*") are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

FIRST: The name of the Corporation is **THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.** The Corporation's Document Number is 766348. The Corporation's Articles of Incorporation were originally filed on December 29, 1982 and were amended effective September 30, 2008.

SECOND: Set forth below are the Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation. Obsolete matters and matters of only historical interest have been omitted. All amendments included in these Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, *Florida Statutes*.

THIRD: The amendments contained in the following Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation were duly adopted by the Board of Trustees of the Corporation in accordance with the Bylaws of the Corporation and Sections 617.1002 and 617.1007, *Florida Statutes* at a duly called meeting on February 24, 2021 at which a required quorum of Trustees was present and at which 11 Trustees voted in favor of adoption of the amendments, 0 Trustees voted against adoption of the amendment, and 0 Trustees abstained. The votes in favor of the amendments and restatement constituted two-thirds or more of the members of the Board of Trustees, and was sufficient for approval. The sole member of the Corporation, Empath Health, Inc., formerly known as Suncoast Caring Community, Inc., adopted the amendments and this restatement at a duly called meeting of its Board of Directors on February 1, 2021 at which a required quorum of Directors was present and at which 9 Directors voted in favor of adoption of the amendments, 0 Directors voted against adoption of the amendment, and 0 Directors abstained. The votes in favor of the amendments and restatement constituted two-thirds or more of the members of the Board of Directors of the Corporation's sole member, and was sufficient for approval.

FOURTH: The Restated Articles of Incorporation set forth below shall be effective as of March 1, 2021, or, if later, the date of filing with the Florida Secretary of State.

**RESTATED ARTICLES OF INCORPORATION
OF
THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.**

**Article I
Name**

The name of this Corporation (the "*Corporation*") is **THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.**

**Article II
Purposes**

The general nature of the objects and purposes of this Corporation shall be, to accept, hold, invest, reinvest and administer gifts, bequests, devises, benefits of trusts (and be authorized to act as trustee where authorized by law) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income and principal thereof exclusively for charitable, educational, scientific and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"). In furtherance of such charitable, educational, scientific and other purposes under Section 501(c)(3) of the Code, this Corporation shall use, disburse, or donate the income or principal of its funds for the general promotion and support of the charitable, educational, scientific and related purposes of Empath Health, Inc. and its charitable affiliates, all of which are tax-exempt organizations under Section 501(c)(3) of the Code. Consistent with the foregoing, the Corporation shall have all of the powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

Notwithstanding the purposes set forth in this Article:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or other private person, except that the Corporation is authorized and empowered to pay any reasonable compensation for services rendered and to make payments in furtherance of its stated purposes;

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and no activity of the Corporation shall consist of participating or intervening in any political campaign on behalf of, or in opposition to, any candidate for public office (including, without limitation, the publishing or distributing of statements); and

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

**Article III
Members**

The Corporation shall not have Members.

Article IV
Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be established from time to time as provided in the Bylaws of the Corporation, but shall not in any event be fewer than five (5). Members of the Board of Directors shall be appointed, and vacancies in the Board of Directors filled, by Empath Health, Inc. Directors shall serve for the terms set forth in the Bylaws

Article V
Dissolution

In the event of the dissolution and liquidation of this Corporation, all of its assets remaining after payment of or provision for all of the liabilities of the Corporation, including costs and expenses of such dissolution, shall be distributed to Empath Health, Inc., and its charitable affiliates and The Hospice of the Florida Suncoast, Inc., all of which are qualified as organizations described in Section 501(c)(3) or Section 170(c)(2) of the Code. In the event that none of the foregoing are qualified as organizations described in Section 501(c)(3) or Section 170(c)(2) of the Code, such remaining assets shall be distributed to one or more other organizations which are so qualified, as shall be selected by the last Board of Directors. Any assets not so disposed of shall be disposed of by the circuit court 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 VI
Duration

The existence of this Corporation commenced on December 29, 1982. The duration of the Corporation shall be perpetual.

Article VII
Amendments

Subject to the restrictions set forth in the Bylaws of the Corporation, these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation may only be amended, supplemented, or repealed by a written amendment duly adopted by the the vote of 75% of the members of the Board of Trustees and approved by 75% of the members of the Board of Directors of Empath Health, Inc.

Article VIII
Effect of Restatement

These Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation, as amended, of the Corporation. Provisions of the original Articles of Incorporation, as amended, regarding commencement of the corporate existence and any other provision required by law to be retained or included in Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

Article IX
Principal Office and Mailing Address

The following address is the principal office of the Corporation and the permanent mailing address of the Corporation: 5771 Roosevelt Blvd., Suite 610, Clearwater, Florida 33760-3413.

Article X
Registered Office and Agent

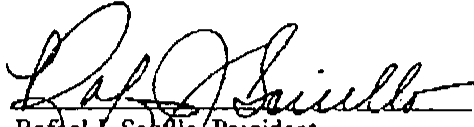
The street address of the registered office of this Corporation and the name of the current registered agent of the Corporation at such address is as follows:

Name	Registered Office
Rafael J. Sciullo	5771 Roosevelt Blvd. Suite 610 Clearwater, Florida 33760-3413

Article XI
Indemnification

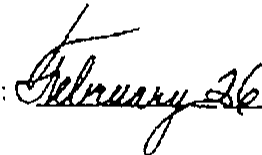
This Corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

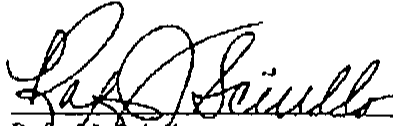
IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restated Articles of Incorporation effective as of March 1, 2021.


Rafael J. Sciuillo, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date:  2021


Rafael J. Sciuillo