

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
CORNERSTONE PACE, LLC

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ARTICLE I – Name:

The name of the Limited Liability Company is:

Cornerstone PACE, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2445 Lane Park Road
Tavares, FL 32778

ARTICLE III – Divisional Status for Tax Purposes and Exemption:


For purposes of (1) tax reporting to the Internal Revenue Service, (2) Chapter 220 of the Florida Statutes in connection with the state corporate income tax provisions and (3) the clinical licensure exemption provisions of Florida Statutes Section 400.9905, Cornerstone PACE, LLC (hereinafter “the Company”) shall be disregarded as an entity separate from its sole Member, the Company’s operations shall be treated as a branch or division of its sole Member, and the Company shall derive its tax exempt status from and through its sole Member, which is an organization that is exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described, and designated as such, in Section 501(c)(3) of the Internal Revenue Code, and which shall include, in such sole Member’s own annual information returns, information pertaining to the finances and operations of the Company. For all other purposes, including but not limited to any other state corporate laws, each of the Company and the sole Member shall be deemed separate entities.

ARTICLE IV – Registered Agent, Registered Office & Registered Agent’s Signature:

The name and the Florida street address of the Registered Agent are:

Robert Q. Williams
380 W. Alfred Street
Tavares, FL 32778

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes to the proper and complete of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Robert Q. Williams, Esq.

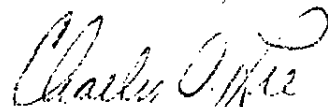
ARTICLE V - Manager(s) or Managing Member(s):

The name of the Manager and sole Member of the limited liability company is:

Cornerstone Hospice & Palliative Care, Inc.

The address of the Manager and sole Member is:

2445 LANE PARK ROAD
TAVARES, FL 32778-9660



Charles O. Lee – Authorized Representative
President and CEO of Cornerstone Hospice & Palliative Care, Inc.

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