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Longwood, Florida

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April 3, 2000

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/05/00--01065--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Hospice of Hillsborough, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for Hospice of Hillsborough, Inc. together with an original Assignment of Rights in Corporate Name from LifePath, Inc. which is formerly known as Hospice of Hillsborough, Inc. I am also enclosing our firm check in the amount of \$70.00 to cover the fees for filing and registered agent designation. I have included an extra copy for stamping and mailing back to us in the envelope provided herein.

Thank you for your cooperation in this matter.

Yours Very Truly,

BRICKLEMYER, SMOLKER & BOLVES, P.A.

By: *Douglas C. Roland*  
Douglas C. Roland

DCR/kcg  
Enclosure  
cc: Susan Lang

Reply to:  
500 East Kennedy Boulevard  
Suite 200  
Tampa, Florida 33602-4825  
Telephone (813) 223-3888  
In 407 Area Code 831-4551  
Facsimile (813) 228-6422

*Keim*  
*For: Douglas Roland* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Pin Address*  
DATE *4/7/00*  
DOC. EXAM *Doris Brown*

RECEIVED  
FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 APR -5 PM 4:16

\*505 Wekiva Springs Road  
Suite 500  
Longwood, Florida 32779  
Telephone (407) 772-2277  
Facsimile (407) 772-2278

BROWN APR - 7 2000

**ARTICLES OF INCORPORATION  
OF  
Hospice of Hillsborough, Inc.,  
a Florida not-for-profit corporation**

FILED  
00 APR -5 PM 4:16  
HILLSBOROUGH COUNTY  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation is: Hospice of Hillsborough, Inc. (hereinafter referred to as the "corporation").

**ARTICLE II  
PURPOSE**

The purpose for which the corporation is organized is to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE III  
POWERS**

The corporation shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
2. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
3. To sue and be sued.

**ARTICLE IV  
MEMBERS**

The members shall be determined from time to time by the Board of Directors pursuant to the Bylaws of the corporation.

**ARTICLE V  
DIRECTORS**

1. The affairs of the Association shall be managed by a Board consisting of not less than three (3) Directors, and which shall always be an odd number. The number of Directors shall be determined in

accordance with the By-Laws. In the absence of such determination, there shall be three (3) Directors.

2. The Directors of the corporation shall be elected by the Members.

3. All of the duties and powers of the corporation existing under Chapter 617 of the Florida Statutes, the Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

5. The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Ms. Kathy Fernandez, President  
3010 West Azeele Street  
Tampa, Florida 33609

Kevin Rick  
3010 West Azeele Street  
Tampa, Florida 33609

Douglas C. Roland  
500 E. Kennedy Boulevard Suite 200  
Tampa, Florida 33602

#### **ARTICLE VI** **OFFICERS**

The officers of the corporation shall be a President and Secretary and such other officers as the Board may from time to time by resolution create. The officers shall serve as the pleasure of the Board, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

#### **ARTICLE VII** **BY-LAWS**

The first By-Laws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### **ARTICLE VIII** **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

4. Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.

5. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

#### **ARTICLE IX TERM**

The corporation shall have perpetual existence.

#### **ARTICLE X INCORPORATOR**

The name and street address of the incorporator is: DOUGLAS C. ROLAND, 500 EAST KENNEDY BLVD. SUITE 200, TAMPA, FLORIDA 33602.

#### **ARTICLE XI INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered agent and the initial registered office of the corporation is: 500 EAST KENNEDY BLVD. SUITE 200, TAMPA, FLORIDA 33602.  
PRINCIPAL ADDRESS: 3010 WEST AZEELE AVENUE - TAMPA, FLORIDA 33609.

#### **ARTICLE XII DISSOLUTION**

The corporation may be dissolved as provided by law, provided that any such dissolution shall require the consent of all of the Members.

IN WITNESS WHEREOF, the incorporator and the initial registered agent have executed these Articles.

WITNESSES:

[Signature]  
(Signature of Witness)

H. Bittz  
(Witness)

[Signature]  
(Signature of Witness)

Kim C. Gibbons  
(Print Name of Witness)

[Signature]  
DOUGLAS C. ROLAND  
Incorporator

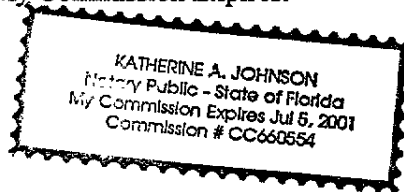
"INCORPORATOR"

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 3<sup>rd</sup> day of April, 2000, by Douglas C. Roland, as incorporator and as registered agent.

[Signature]  
NOTARY PUBLIC (Signature)

My Commission Expires:



FILED  
00 APR -5 PM 4:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA AND NAMING AGENT  
UPON WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Hospice of Hillsborough, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Article XI of the Articles of Incorporation has named Douglas C. Roland, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for Hospice of Hillsborough, Inc., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 3<sup>rd</sup> day of Apr, 2000.

  
\_\_\_\_\_  
Douglas C. Roland

**ASSIGNMENT OF RIGHTS IN CORPORATE NAME**

The undersigned corporation, LifePath, Inc. hereby assigns all right, title and interest in and to the following corporate name to Douglas C. Roland, Esq., as incorporator of a to be formed Florida professional services corporation (the "Assignee"):

HOSPICE OF HILLSBOROUGH, INC.

TO HAVE AND TO HOLD the same unto the Assignee forever, with such right to further use or assign such name for any lawful purpose.

EXECUTED AND DELIVERED as of March 28, 2000.

Signed, sealed and delivered  
in the presence of:

Isabel Suwan

Susan E. Lang  
As to Assignor

LIFEPATH, INC.

By:

Kathy Fernandez

Its:

President