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August 6, 2001

FILED
01 AUG -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Spectrum Care Management Corporation

ND1000005526

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other **600004518826--9**

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*****78.75 *****78.75

Retrieval Request

☐ Photocopy

☐ Certified Copy

NEW FILINGS	
Profit	
Non Profit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of RA Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Reports	
Fictitious Name	
Name Reservation	
Reinstatement	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Liability	
Reinstatement	
Trademark	
Other	

Handwritten signature/initials

ARTICLES OF INCORPORATION

OF

SPECTRUM CARE MANAGEMENT CORPORATION

**(A Florida Not For Profit Corporation and
Subsidiary of Hospice of Palm Beach County, Inc.)**

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The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida and the Florida Not For Profit Corporation Act.

ARTICLE I

NAME

The name of this corporation shall be: SPECTRUM CARE MANAGEMENT CORPORATION ("Corporation").

ARTICLE II

PURPOSE

The Corporation is a not for profit corporation formed pursuant to the Florida Not For Profit Corporation Act. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the benefit of and to carry out the purposes of Hospice of Palm Beach County, Inc., an organization qualified as exempt from federal income taxation under Section 501(c)(3) of the Code, and described in Section 509(a)(1) of the Code. The Corporation shall have, without limitation, the power to do, alone, or in cooperation with other organizations or persons, any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of the purposes of the Corporation.

ARTICLE III

EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 above. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In addition, this Corporation shall not, except to the extent permitted by law including federal tax law, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation. References in this Articles of Incorporation to Sections of the Code shall be deemed to include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to Hospice of Palm Beach County, Inc., provided that at the time of disposition such organization qualifies as an exempt organization under Section 501(c)(3), and is described in Section 509(a)(1), of the Code. In the event such organization does not so qualify, is not so described, or no longer exists, the Board of Directors shall dispose of all the assets of the Corporation to such organization organized and operated exclusively for charitable or educational 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), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERSHIP

The Corporation shall have one member, Hospice of Palm Beach County, Inc. (the "Member"). The Member shall select the Board of Directors of the Corporation, and shall have such other rights, duties and responsibilities as are set forth in these Articles, the bylaws or applicable law. The Corporation is not organized for profit and shall not have authority to issue capital stock.

ARTICLE VI

MANAGEMENT

Except as otherwise provided by law, or in the Articles of Incorporation or Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation be exercised by the Board of Directors of the Corporation.

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall exist in perpetuity unless sooner dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Office of Secretary of State.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE

The initial street address and mailing address of the principal office of this Corporation in the State of Florida shall be 2324 South Congress Avenue, Lake Worth, Florida 33461.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this Corporation shall be:

Mr. David Fielding
Hospice of Palm Beach County, Inc.
5300 East Avenue
West Palm Beach, Florida 33407

ARTICLE X

DIRECTORS

The Bylaws shall govern the manner in which directors are elected or appointed by the Member. The Board of Directors shall never have less than three (3) directors. The following shall constitute the initial Directors who shall act until the first meeting of the members or until their successors are duly chosen and qualified, and the names and addresses of the persons who are to serve as the initial Directors are as follows:

Michael W. Connors, Esquire, Director
721 U.S. Highway #1
Suite 113
North Palm Beach, FL 33408

Judith Guiffrida, Director
103 Eagleton Lane
Palm Beach Gardens, FL 33418

Vicki Rautbord, Director
413 North Country Club Drive
Atlantis, FL 33462

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by the Member of the Corporation.

ARTICLE XII

BYLAWS

The initial bylaws of the Corporation shall be adopted by the Member at its first meeting as such. Subject to the limitations set forth in the bylaws, and any other limitations set forth in these Articles or to the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the Member, the bylaws of the Corporation may be amended either by the Board of Directors, or as otherwise set forth in the bylaws.

ARTICLE XIII

DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer or to the benefit of any private individual.

ARTICLE XIV

INDEMNIFICATION

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

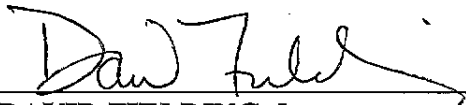
ARTICLE XV

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Mr. David Fielding
Hospice of Palm Beach County, Inc.
5300 East Avenue
West Palm Beach, Florida 33407

The undersigned has executed these Articles of Incorporation this 2nd day of August, 2001.



DAVID FIELDING, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**SPECTRUM CARE MANAGEMENT
CORPORATION, INC.**

By: David Fielding
Print Name: David Fielding, President

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