

N01773

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
HOSPICE OF FLORIDA KEYS, INC.
(Not-For-Profit)**

The undersigned, desiring to Amend and Restate the Articles of Incorporation for Hospice of Florida Keys, Inc., originally incorporated on March 5, 1984, under Document No. N01773, pursuant to Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby certify as follows:

There being no Members of the Corporation, the Amended and Restated Articles of Incorporation for Hospice of Florida Keys, Inc., were unanimously approved by the Board of Directors on June 30th, 2015.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is HOSPICE OF FLORIDA KEYS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is 1319 William Street, Key West, Florida 33040.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively to promote religious, scientific, literary, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, charitable organizations or the corresponding section of any future federal tax code.

The corporation is specifically organized for the sole purpose of providing hospice and home health services to serve residents of the Agency for Health Care Administration District 11, specifically including Monroe County. These services include, but are not limited to: care and support of individuals with life limiting illnesses and their significant others, intermittent home health care to those with acute illnesses or chronic illnesses; assisting with extended or continuous care for those who may otherwise be institutionalized; educational programs relating to hospice and home health care for the community, those served, human services professionals, paraprofessionals and educators; and other services which contribute to or constitute aspects of

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hospice care or home health care. The services shall be available to all persons in need without regard to race, creed, ethnicity, sex, age, economic status or any other discriminatory factor.

In carrying out their charitable endeavors the Corporation shall lease, build or maintain a facility and to hire staff to manage and expend such monies and properties as the corporation may acquire for the above purpose of doing all other acts incidental to the maintenance of the charity herein described.

ARTICLE IV EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V MEMBERS

The Corporation will not have any Members.

ARTICLE VI MANNER OF ELECTION OF DIRECTORS

The method of election of directors is as stated in the bylaws.

ARTICLE VII DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than seven (7) directors nor greater than fifteen (15) who shall serve in accordance with the procedures described in the By-Laws. The number of directors may be increased and decreased as desired by the Board, but in no event shall there be less three directors at any given time. The corporation reserves the right to update such information through its annual report filings,

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amendments or as otherwise provided by applicable law. The names and addresses of the persons who shall serve as the Directors of the Corporation are as follows:

Domanski, Margaret D., PhD	1107 Key Plaza, #270, Key West, FL 33040
Cooley, Judith A.	254 Navajo Street, Tavernier, FL 33070
Grusin, Richard C.	2318 Staples Ave, Key West, FL 33040
Dietz, Paul	1317 Grinnell Street, Key West, FL 33040
Kaufman, Stuart	760 Washington, Key West, FL 33040
Klitenick, Richard	1009 Simonton Street, Key West, FL 33040
Westerlund, MaryAnn	907 Washington Street, Key West, FL 33040
Freeburg, Rick	111 South Drive, Islamorada, FL 33036
Rrysman, Peter	62 Front Street, Key West, FL 33040

ARTICLE VIII DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated herein. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3), or corresponding section of any future federal tax code, as the Board of Directors shall determine.

ARTICLE IX BY-LAWS

Bylaws shall be adopted, altered, amended or repealed in whole or in part by two thirds (2/3) vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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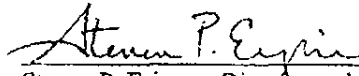
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ARTICLE X
REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent is:

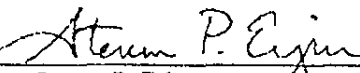
Steven P. Erjavec 1319 William Street, Key West, Florida 33040

IN WITNESS WHEREOF, the duly authorized representative of the Corporation has signed these amended and restated articles this June 30th, 2015.


Steven P. Erjavec, Director and CFO

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

By: 
Steven P. Erjavec
Registered Agent

Date: June 30th, 2015