N01773

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amd/ Restate

OCT 02 2015

R. WHITE

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hospice of Florida Keys Inc
(Corporation Name) (Document #)

2. ______
(Corporation Name) (Document #)

3. ______
(Corporation Name) (Document #)

4. ______
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hospice of Florida Keys, Inc.

DOCUMENT NUMBER: N01773

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathy M. Self
(Name of Contact Person)

SantaFe HealthCare, Inc.
(Firm/ Company)

4300 NW 90th Blvd.
(Address)

Gainesville, Florida 32606
(City/ State and Zip Code)

Kathy.Self@avmed.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eddie Williams, III at 850 425-5653
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ■ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

15 OCT -1 AM 9: 03
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

HOSPICE OF FLORIDA KEYS, INC.

These Articles of Amendment and Amended and Restated Articles of Incorporation of **HOSPICE OF FLORIDA KEYS, 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 **HOSPICE OF FLORIDA KEYS, INC.** The Corporation's Document Number is N01773. The Corporation's Articles of Incorporation were originally filed on March 5, 1984 and previously amended on November 13, 1990 and amended and restated on July 1, 2015.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously amended and restated. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, Florida Statutes. The Corporation has no members.

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 Corporation's board of directors on July 9, 2015, in accordance with Section 617.1002, *Florida Statutes*. The vote of the board of directors, being unanimous, was sufficient for approval.

FOURTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of October 1, 2015, or if later, the date of filing with the Florida Secretary of State.

* * * * * * * * * * * *

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

HOSPICE OF FLORIDA KEYS, INC.

ARTICLE I

Name

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

ARTICLE II

Purposes

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, Florida Statutes, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for political office, or any other activity, except to the extent that such activity is permitted to be engaged in by corporations described in Section 501(c)(3) of the Code. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

A. To improve health and health care.

B. To provide hospice and home health care services to the citizens of Monroe County and Miami-Dade County, Florida, to establish a community that fosters caring for patients diagnosed as having terminal illness or otherwise requiring home health care services, and to promote and carry on research related to the hospice care of the terminally ill.

C. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida, including educational activities relating to the promotion of the general health of the citizens of the State of Florida.

D. To promote and carry on scientific research related to the care of the sick and injured.

E. To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power to exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III
Members

The Corporation shall not have Members.

ARTICLE IV
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V
Board of Directors

SECTION 1. Generally. The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

SECTION 2. Reserved Authority of SantaFe HealthCare, Inc. The Board of Directors of SantaFe HealthCare, Inc. ("SFHC") (the "SFHC Board"), by resolution, shall have the power and authority to modify, amend, rescind or repeal any action taken by the Board of Directors.

ARTICLE VI

Officers

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VII

Amendments

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Board of Directors of SantaFe HealthCare, Inc. upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such 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 charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1st day of October, 2015.

Richard Grusin, as Chairman of the Board