

N01773

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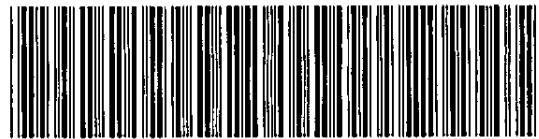
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15 DEC 15 AM 11:33

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2015 DEC 17 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended/Restated
Name
chg*

DEC 18 2015

I ALBRITTON

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. Haspice 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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2015

HOLLAND & KNIGHT
315 SOUTH CALHOUN STREET
STE. 600
TALLAHASSEE, FL 32301

SUBJECT: HOSPICE OF FLORIDA KEYS, INC.
Ref. Number: N01773

Corrected
12/17/15

We have received your document for HOSPICE OF FLORIDA KEYS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The first page should be entitled ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION throughout the first page. However, you can entitle it just AMENDED AND RESTATED ARTICLES OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 915A00026279

RECEIVED
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15 DEC 17 PM 12:41
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
HOSPICE OF FLORIDA KEYS, INC.**

FILED
2015 DEC 17 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These 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.**, but is changed pursuant to these Amended and Restated Articles of Incorporation. 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 and October 1, 2015.

SECOND: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

**ARTICLE I
Name**

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

THIRD: 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.

FOURTH: The Corporation has no members. All amendments contained in these Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors on December 2, 2015, in accordance with Section 617.1002, *Florida Statutes*. The vote of the board of directors, being unanimous, was sufficient for approval.

FIFTH: In accordance with Article VII of the Articles of Incorporation of the Corporation and Article XII, Section 12.3 of the Bylaws of the Corporation, this amendment of the Articles of Incorporation has been approved by the board of directors of SantaFe HealthCare, Inc. (the "SFHC Board"), by the unanimous vote of the directors on the SFHC Board. Prior to the SFHC Board's consideration of this amendment, the amendment was presented to the SantaFe HealthCare, Inc. Governance & Nominations Committee for its consideration and recommendation, and the Governance & Nominations Committee presented is recommendation to the SFHC Board.

SIXTH: The amendments set forth above shall be effective as of the date of filing of these Amended and Stated Articles of Incorporation with the Florida Secretary of State.

Hospice of The Florida Keys, Inc.
Amended and Restated Articles of Incorporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

HOSPICE OF THE FLORIDA KEYS, INC.

ARTICLE I

Name

The name of the Corporation is **HOSPICE OF THE 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.

*Hospice of The Florida Keys, Inc.
Amended and Restated Articles of Incorporation*

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.

*Hospice of The Florida Keys, Inc.
Amended and Restated Articles of Incorporation*

**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 Articles of Amendment and Amended and Restated Articles of Incorporation this 2nd day of December, 2015.



Michael P. Gallagher, as Chief Executive
Officer