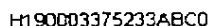


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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : 119990000077  
Phone : (407) 649-4016  
Fax Number : (407) 841-0168

Email Address: \_\_\_\_\_

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**Amended and Restated  
Articles of Incorporation for  
Pathways To Care, Inc.  
A Florida Not For Profit Corporation**

The undersigned, for and on behalf of Pathways To Care, Inc. ("Corporation") hereby executes these Amended and Restated Articles of Incorporation.

**ARTICLE I – Name**

The name of the Corporation is Pathways To Care, Inc.

**ARTICLE II – Principal Office and Mailing Address**

The physical address and the mailing address of the principal office of the Corporation is 1819 North Semoran Boulevard, Orlando, Florida 32807.

**ARTICLE III – Purpose**

A. This Corporation is formed as part of the social and spiritual ministry of Catholic Charities of Central Florida Healthcare Services, Inc. ("Catholic Charities"). It is organized and shall be operated exclusively for charitable, religious, and/or educational purposes, and shall be subject to and operated in conformance with the rules, regulations, and standards established and permitted under sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated for the purpose of:

- (1) carrying out the religious, charitable and educational work of Catholic Charities;
- (2) providing, managing and/or facilitating delivery of healthcare services and housing to the vulnerable homeless population of men, women and veterans in the Central Florida region;
- (3) furthering and supporting the work of Catholic Charities and its affiliated entities; and
- (4) conducting any and all legal business and purposes consistent with the laws of the State of Florida.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's member, 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 in this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in

(including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) thereof. Therefore, the Corporation shall not engage in or otherwise carry out any activity that would result in a loss of its status as a tax exempt entity under Section 501(c)(3) or any other applicable sections of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

#### ARTICLE IV – Directors

The board of directors (“**Board**”) shall be appointed as provided in the Corporation’s bylaws (“**Bylaws**”).

#### ARTICLE V – Powers

The Corporation is empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as may be hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as tax exempt organizations under Section 501(c)(3) of the Code are not permitted to engage, or any activity that is inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

#### ARTICLE VI – Registered Office and Agent

The street address of the registered office of the Corporation is 1819 North Semoran Boulevard, Orlando, Florida, 32807 and the name of the registered agent of the Corporation at that address is Joseph Ramirez.

#### ARTICLE VII – Term of Existence

The Corporation shall exist perpetually, unless the Corporation is dissolved, merged or consolidated pursuant to the terms of the Bylaws and the laws of the State of Florida.

#### ARTICLE VIII – Amendment to Articles

These Articles may be altered, amended or repealed in the manner set forth in the Bylaws.

#### ARTICLE IX – Bylaws

The Corporation may adopt Bylaws for conducting the Corporation’s business and carrying out its purposes, provided the same shall not be inconsistent with these Articles, contrary to the

laws of the State of Florida or the United States, or inconsistent with the laws, theology, philosophy, teachings and doctrines of the Roman Catholic Church.

#### ARTICLE X – Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

B. Any assets not distributed by the Board as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

#### ARTICLE XI – Adoption

These Amended and Restated Articles of Incorporation were adopted by the Board on the 15 day of November, 2019 and by the sole member of the Corporation on the 15 day of November, 2019.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15 day of November, 2019.

By: Karen van Caulil  
Karen van Caulil, Chairperson

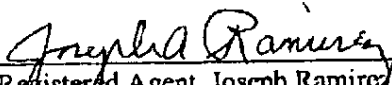
Acknowledged by:

CATHOLIC CHARITIES OF  
CENTRAL FLORIDA, INC.

By: Gary Tester  
Gary Tester, President and Chief  
Executive Officer

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named to accept service of process and serve as registered agent for Pathways To Care, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Registered Agent, Joseph Ramirez

DATED: 11-15-, 2019