

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO20000002814

*Hospice College of
America, Inc*

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-04/17/02-01048-008
*****78.75 *****78.75

- ☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

- ☒ Cert. Copy _____
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

HOSPICE COLLEGE OF AMERICA, INC.

The undersigned Incorporator, for the purpose of forming a not for profit corporation under Section 617 of the Florida Statutes, hereby adopts the following Articles Of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

HOSPICE COLLEGE OF AMERICA, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

777 - 17th Street, Suite 401
Miami Beach, FL 33139

ARTICLE IV - PURPOSES

The purpose of Hospice College Of America, Inc., is to support the hospice concept of care for terminally ill people. The hospice concept provides pain and symptom control, medical services, and psychological, spiritual and emotional support, to terminally ill people and their families during the illness and for a period beyond the death of the individual. The services are provided under a plan of care administered by qualified medical professionals.

Hospice College Of America, Inc., will provide such support through programs of education designed to assist health care professionals, individuals, and other professionals with an interest in quality care at and near the end of life.

Hospice College Of America, Inc., to the extent permitted by law, will do everything necessary or proper for carrying out the foregoing purposes.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator are:

David Abrams
777 - 17th Street, Suite 401
Miami Beach, FL 33139

ARTICLE VI - BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board Of Directors. This Corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three. Directors shall be elected and hold office in accordance with the By-Laws. The names and addresses of the persons who are to serve as the initial Directors, until the first meeting of the Directors, are:

<u>Name</u>	<u>Address</u>
Jack D. Gordon	777 - 17th Street, Suite 401 Miami Beach, FL 33139
Myra MacPherson Gordon	777 - 17th Street, Suite 401 Miami Beach, FL 33139
David Abrams	777 - 17th Street, Suite 401 Miami Beach, FL 33139

ARTICLE VII - OFFICERS

Section 1: The officers of the Corporation shall be a Chairman, a President, a Secretary, and such number of Vice Presidents and such other officers as may be provided in the By-Laws.

Section 2: The names of the persons who shall serve as officers of the Corporation until the first meeting of the Board Of Directors are:

<u>Name</u>	<u>Office</u>
Jack D. Gordon	Chairman
David Abrams	President
David Abrams	Secretary

Section 3: The officers shall be elected at the annual meeting of the Directors or as provided in the By-Laws.

ARTICLE VIII - BY-LAWS

The Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board Of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

These Articles Of Incorporation may be amended at a special meeting of the Board Of Directors by a majority of those present.

Amendment may also be made at a regular meeting of the Board Of Directors upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE X - PRIVATE PROPERTY EXEMPT

The private property of the directors and officers of this Corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

ARTICLE XI - NON-PROFIT STATUS

No part of the net earnings of the Corporation shall be paid for the benefit of, or be distributable to, its 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII - NOT A PRIVATE FOUNDATION

The Corporation shall be a public charity and not a private foundation as defined by the Internal Revenue Code. If at any time the Corporation is deemed to be a private foundation as defined by Section 508(e) of the Internal Revenue Code of 1954 as amended from time to time, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Internal Revenue Code of 1954 as amended from time to time, fail to require its income for each taxable year to be distributed at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954 as amended

from time to time, nor shall the Corporation engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 as amended from time to time, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 as amended from time to time, make investments so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1954 as amended from time to time, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 as amended from time to time.

ARTICLE XIII - POWERS

To the end that the foregoing purposes and any other related charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said charitable purposes, this Corporation shall have power to:

Section 1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the Corporation or in any other manner, and for its benefit and in its behalf, through such persons or agents as it may determine or select from time to time by a majority action of the directors; and, to receive donations, gifts and endowments, and to administer the same. All such real, personal and mixed property so acquired or received by gift, grant, purchase, devise, bequest or donation shall be used and employed for educational, religious, charitable, social and benevolent purposes and not for pecuniary profit of the directors or officers.

Section 2. Formulate and adopt By-Laws and alter and rescind the same; provided, however, that said By-Laws shall be agreeable to, within, and not beyond or contrary to, the powers herein granted, or to any laws of the United States or the State of Florida.

Section 3. In general, to possess and exercise all the rights, powers, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

ARTICLE XIV - INDEMNIFICATION

Every Director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply

only when the Board Of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XV - MEETINGS

Section 1. The annual meeting for the election of the Directors shall be held as may be provided in the By-Laws.

Section 2. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide for notice of all such meetings.

Section 3. The percentage of the Directors necessary to constitute a quorum for the holding of any meetings shall be determined in the By-Laws.

ARTICLE XVI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

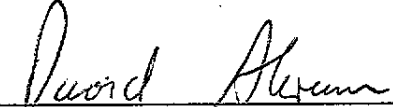
No person, firm or corporation shall ever receive any dividends or profits from any undertaking of this Corporation. Upon the dissolution of the Corporation, the Board Of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner. In this regard, the Board Of Directors may distribute said assets to organizations formed and operated exclusively for charitable, educational, religious, or scientific purposes which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). None of the assets will be distributed to any Director or officer of this Corporation.

ARTICLE XVII - INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent of this Corporation are:

David Abrams
777 - 17th Street, Suite 401
Miami Beach, FL 33139

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this APRIL 11, 2002, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

 (SEAL)
David Abrams

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was signed and acknowledged before me this
April 11, 2002, by DAVID ABRAMS.

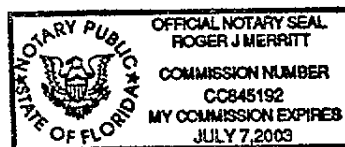
Roger J. Merritt
Notary Public, State of Florida

Roger J. Merritt

printed name of notary public

Personally Known xxx OR Produced Identification

Type of Identification Produced



FILED

CERTIFICATE OF DESIGNATION

2002 APR 17 PM 1:12


REGISTERED AGENT / REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State Of Florida, submits the following statement in designating its registered office and the registered agent, in the State Of Florida.


1. The name of the corporation is HOSPICE COLLEGE OF AMERICA, INC.
2. The name and address of the registered agent and office are:

David Abrams
777 - 17th Street, Suite 401
Miami Beach, FL 33139



David Abrams
Incorporator and Director
Date: APRIL 11, 2002

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.



David Abrams
Date: APRIL 11, 2002