

No3000002251

Newell & Terry P.A.
(Requestor's Name)

817 N. Gadsden St.
(Address)

(Address)

Tallahassee/FL /32303 681-3883
(City/State/Zip/Phone #)

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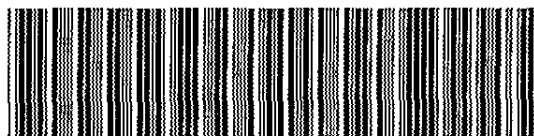
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DIVISION OF CORPORATION

VI

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ARTICLES OF INCORPORATION

03 MAR 14 PM 12:52

OF

CLERK OF STATE
TALLAHASSEE, FLORIDA

THE CENTER FOR PALLIATIVE CARE, INC.

(A Corporation Not-For-Profit)

ARTICLE I

The name of the corporation ("Corporation") shall be: The Center for Palliative Care, Inc.

ARTICLE II

The initial principal office and mailing address of the Corporation shall be 1205 Whippoorwill Lane, Naples, Florida 34105.

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity not inconsistent with Section 501(c)(3) of the Code and for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. The object of the Corporation is to lessen the burdens of government and promote the health of medically indigent and traditionally underserved patients by:

Providing palliative care, without regard to race, creed, color, gender, national origin or ability to pay, to non-terminal patients with serious, complex or life-threatening illness, who have been referred to the Center by their attending primary care physician or specialist. As used in this Article, "palliative care" shall mean and include consultation with the referring physician and, if subsequently ordered by the patient's attending primary care physician or specialist, evaluation of the patient and, if indicated, medical care and treatment by the Center's multidisciplinary team for symptom management, reduction and abatement of pain, improvement of the patient's

physical functions and comfort, and the development of a psychosocial support model for the patient and family. The Corporation shall at all times comply with regulations as set forth by the United States Department of Health and Human Services, and all regulations, rules and guidelines as set forth by the Florida Agency for Health Care Administration and Florida Department of Health.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

Membership in the Corporation shall be of one class, non-transferable, and consist of the Board of Directors then in office. All votes of the Corporation shall be cast by the Board of Directors, and there shall be no separate meetings of the membership.

ARTICLE V

The names and addresses of the incorporators are:

Philip W. Cole
393 Springline Drive
Naples, FL 34102

George M. Walters, Jr.
Northern Trust Bank of Florida N.A.
4001 Tamiami Trail North
Naples, FL 34103

Douglas L. Allemong
1080 Goodlette Rd., N
Naples, FL 34102

ARTICLE VI

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than seven (7), of which not more than three (3) may at any time simultaneously serve on, or be an employee

of, or affiliated with, the Board of Directors of Hospice of Naples, Inc. The qualifications and rights of Directors, the manner in which the Directors are to be elected, appointed and removed, and the quorum and voting requirements for meetings and activities of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided by the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation and shall be used only in the United States exclusively for the purposes stated in Article III of these Articles of Incorporation.

ARTICLE VIII

In addition to all other powers which this Corporation may possess under the laws of the State of Florida, the Corporation shall have the right and power to acquire real property in its name and it shall have the right and power to mortgage or otherwise finance and dispose of any real property acquired in the name of the Corporation.

ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the remaining assets, property or income of the Corporation shall be distributed to any members or any of the officers or Directors of the Corporation.

ARTICLE X

The Corporation shall have perpetual existence.

ARTICLE XI

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), Director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XII

The Corporation shall indemnify any member, officer, director, committee member or employee, or any former member, officer, director, committee member or former employee, to the fullest extent permitted by law.

ARTICLE XIII

Amendments to the Articles of Incorporation may be proposed by the Chair or the Executive Committee. Amendments to the Articles of Incorporation shall be deemed passed on the affirmative vote of a majority of the Board of Directors of the Corporation then in office, provided that a written notice of any vote on proposed Amendments, including the entire text of each Amendment, has been received at least 30 days prior to the vote on proposed Amendments by each Director then in office.

ARTICLE XIV

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The name and Florida street address of the Corporation's
Registered Agent are:


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diane Cox
1205 Whippoorwill Lane
Naples, Florida 34105

In witness whereof, we have hereunto subscribed our names on the
dates following:


Philip W. Cole, Incorporator

3/6/03
Date

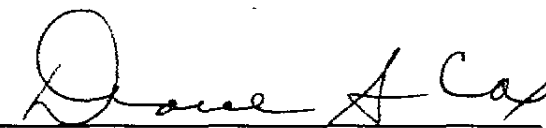

George M. Walters, Jr., Incorporator

3/10/03
Date


Douglas L. Allemong, Incorporator

3/6/03
Date

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.


Diane Cox, Registered Agent

3/13/03
Date