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J. Robert Griffey

(Requestor's Name)

1342 TIMBERLANE ROAD, SUITE 102-A

(Address)

(Address)

TALLAHASSEE, FL 32308

(City/State/Zip/Phone #)



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HOSPICE OF THE SOUTH, INC.

(Business Entity Name)

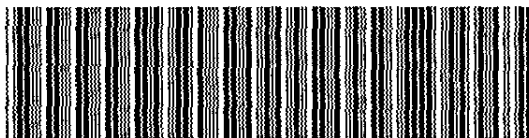
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HOSPICE OF THE SOUTH, INC.

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ARTICLES OF INCORPORATION

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***ARTICLE I
NAME OF CORPORATION***

The name of the Corporation shall be HOSPICE OF THE SOUTH, Inc.

***ARTICLE II
ADDRESS OF CORPORATION***

The initial principal place of business and address of HOSPICE OF THE SOUTH, Inc., shall be HOSPICE OF THE SOUTH, Inc., 1342 Timberlane Road, Suite 102-A, Tallahassee, Florida 32312-1762.

***ARTICLE III
PURPOSE OF CORPORATION***

The purpose of HOSPICE OF THE SOUTH, Inc. (hereinafter, "the Corporation"), shall be to engage in the provision of hospice, and other services to terminally ill patients and other individuals in need of such services, and any related lawful acts or activities for which corporations may be organized under the Laws of Florida.

***ARTICLE IV
MEMBERS OF CORPORATION***

The Corporation shall have such members as the Incorporator, and, after appointment, the Board of Directors deems appropriate, who shall be appointed in a way consistent with these Articles and the bylaws of the Corporation.

***ARTICLE V
NAME AND ADDRESS OF INCORPORATOR***

The name and address of the Incorporator is J. Robert Griffin, 1342 Timberlane Road, Suite 102-A, Tallahassee, Florida 32312-1762. The Incorporator is vested with all powers permitted pursuant to Chapter 617, F.S.

***ARTICLE VI
DIRECTORS***

The powers of the Incorporator shall terminate upon appointment and election of the Board of Directors.

ARTICLE VII
ELECTION OF OFFICERS AND DIRECTORS

The initial officers and directors shall be appointed by the Incorporator. Thereafter, the number of directors, term of officers and directors, and means of election of the officers and directors of HOSPICE OF THE SOUTH, Inc. shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of HOSPICE OF THE SOUTH, Inc. Unless and except to the extent that the bylaws of HOSPICE OF THE SOUTH, Inc. shall otherwise require, the election of directors need not be by written ballot.

ARTICLE VIII
NAME AND ADDRESS OF INITIAL REGISTERED AGENCY

The name and address of the initial registered agent of HOSPICE OF THE SOUTH, Inc. is J. Robert Griffin, J. Robert Griffin, 1342 Timberlane Road, Suite 102A, Tallahassee, Florida 32312-1762.

ARTICLE IX
LIMITED LIABILITY OF OFFICERS AND DIRECTORS

No director or officer of HOSPICE OF THE SOUTH, Inc. shall be liable to HOSPICE OF THE SOUTH, Inc. or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that nothing contained herein shall eliminate or limit the liability of a director or officer (1) for any breach of the director or officer's duty of loyalty to the organization; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for any transaction from which the officer or director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of, a director or officer existing at the time of, or arising out of facts or incidents prior to the time of, the effectiveness of such repeal or modifications.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

HOSPICE OF THE SOUTH, Inc. reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon officers and directors by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this Article.

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ARTICLE XI
BY-LAWS

In furtherance of the Powers conferred by the laws of the State of Florida, the Board of Directors of HOSPICE OF THE SOUTH, Inc. is expressly authorized and empowered to adopt, amend, and repeal by-laws of HOSPICE OF THE SOUTH, Inc.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of April, 2003.

J. ROBERT GRIFFIN
1342 Timberlane Road
Suite 102-A
Tallahassee, Florida 32312-1762
(850) 893-7904
Fax: (850) 894-1620



J. ROBERT GRIFFIN
Incorporator

REGISTERED AGENT

Having been named as registered agency to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.



J. ROBERT GRIFFIN
Registered Agent