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FLORIDA NON-PROFIT CORPORATION

COASTAL HOSPICE, INC.

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ARTICLES OF INCORPORATION
OF
COASTAL HOSPICE, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

FILED
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TALLAHASSEE, FLORIDA
03 OCT 17 AM '03

The undersigned, acting as the incorporator of **COASTAL HOSPICE, INC.** ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be **COASTAL HOSPICE, INC.** The mailing address of the corporation is, and its principal office shall be located at 401 Palmetto Street, New Smyrna Beach, Florida 32168.

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be James F. Heekin, Jr.

ARTICLE III
PURPOSES

Section 1. The specific and primary purposes for which this corporation is formed are:

(a) To provide a program and facility for the care of the terminally ill, affording them the opportunity to die in dignity, with the loving support of their families and loved ones, and, insofar as possible, alleviating physical suffering and financial stress;

(b) To participate as far as circumstances may permit, in the opinion of the Corporation, in any activity designed and carried on to promote the general health, rehabilitation, and social needs of the community;

(c) To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes;

(d) To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

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Section 2. The general purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V MEMBERSHIP

The Corporation shall have one member who shall be Southeast Volusia Hospital District, a special independent tax district of the State of Florida. The sole member shall be automatically admitted to membership upon the filing of these Articles of Incorporation. The sole member of the Corporation shall have those powers set forth in this Articles of Incorporation and in the Bylaws.

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ARTICLE VI
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this Corporation is as follows:

James F. Heekin, Jr.	215 North Eola Drive Orlando, Florida 32801
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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

The Honorable Frederick E. Cooper	720 Green Road New Smyrna Beach, Florida 32168
The Honorable Jacqueline A. Mallory	436 Quay Assisi New Smyrna Beach, Florida 32169
The Honorable Thomas W. Ownby	510 Palmetto Street New Smyrna Beach, Florida 32168
The Honorable Jean-Marta M. Vogel	2435 Swordfish Lane Edgewater, Florida 32141
The Honorable Robert M. Weiss	125 Cedar Dunes Drive New Smyrna Beach, Florida 32169
The Honorable Arthur L. Williams	473 Spruce Street New Smyrna Beach, Florida 32168
The Honorable William K. McGee	P.O. Box 133 Oak Hill, Florida 32759

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ARTICLE IX
OFFICERS

The initial officers of the Corporation shall be:

CHAIRMAN	The Honorable Frederick E. Cooper 720 Green Road New Smyrna Beach, Florida 32168
VICE CHAIRMAN	The Honorable Jacqueline A. Mallory 436 Quay Assisi New Smyrna Beach, Florida 32168
SECRETARY/TREASURER	The Honorable Thomas W. Ownby 510 Palmetto Street New Smyrna Beach, Florida 32168

ARTICLE X
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE XI
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

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ARTICLE XII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XIII
INDEMNIFICATION


The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this the 17th day of October, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


James F. Heckin, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of COASTAL HOSPICE, INC.


James F. Heckin, Jr., Registered Agent

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