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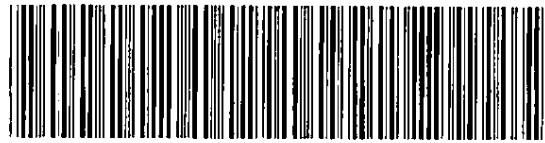
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Restated Articles

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Tallahassee, FL 32312

Date: 10/01/2024

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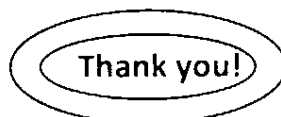
Name:	HEALTH AND PALLIATIVE SERVICES OF THE TREASURE COAST, INC.
Document #:	
Order #:	15896647

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CLERK OF THE STATE
TREASURY DEPARTMENT
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF**

HEALTH AND PALLIATIVE SERVICES OF THE TREASURE COAST, INC.

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, Health and Palliative Services of the Treasure Coast, Inc., a Florida not for profit corporation (the "Corporation"), hereby submits these Articles of Restatement to its Articles of Incorporation.

ARTICLE I

Restated Articles of Incorporation

The Restated Articles of Incorporation of the Corporation are attached to these Articles of Restatement as Exhibit A.

ARTICLE II

Certificate

The Restated Articles of Incorporation were approved by the unanimous written consent of the Board of Directors of the Corporation in accordance with the existing Articles of Incorporation of the Corporation and the requirements of Chapter 617, *Florida Statutes*. The Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation adopts these Articles of Restatement on the 1st day of October, 2024.

HEALTH AND PALLIATIVE SERVICES OF
THE TREASURE COAST, INC.

By: 

Name: Jackie Kendrick

Title: President and CEO

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

[see attached]

**RESTATED ARTICLES OF INCORPORATION
OF
HEALTH AND PALLIATIVE SERVICES OF THE TREASURE COAST, INC.
(A Florida Not For Profit Corporation)**

Health and Palliative Services of the Treasure Coast, Inc. (the "Corporation") hereby submits these Restated Articles of Incorporation to the Florida Secretary of State.

**ARTICLE I
NAME; PRINCIPAL OFFICE**

The name of the Corporation is "Health and Palliative Services of the Treasure Coast, Inc." The principal office of the Corporation is located at 1201 South East Indian Street, Stuart, Florida 34997.

**ARTICLE II
PURPOSES**

A. The purposes for which the Corporation is *organized* are exclusively charitable, scientific and educational 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 Law, including the support of the programs, services, activities, interests and organizations of: (1) The Hospice of Martin & St. Lucie, Inc., a Florida not for profit corporation d/b/a Treasure Coast Hospice, Martin ("Treasure Coast Hospice, Martin"); (2) Hospice of the Treasure Coast, Inc., a Florida not for profit corporation d/b/a Treasure Coast Hospice, St. Lucie ("Treasure Coast Hospice, St. Lucie"); (3) Treasure Coast Hospice Counseling Services, LLC, a Florida limited liability company ("Treasure Coast Counseling"); (4) Hospice of St. Francis, Inc. a Florida not for profit corporation ("St. Francis Hospice") and together with Treasure Coast Hospice, Martin, Treasure Coast Hospice, St. Lucie and Treasure Coast Counseling, the "Hospices"; (6) Treasure Coast Palliative Care, LLC, a Florida limited liability company ("Treasure Coast Palliative"); (7) St. Francis Pathways to Health Care, LLC, Florida limited liability company (and wholly-owned subsidiary of St. Francis Hospice) ("St. Francis Pathways" and together with Treasure Coast Palliative, the "Palliative Care Providers"); (8) The Hospice Foundation of Martin & St. Lucie, Inc., a Florida not for profit corporation d/b/a Treasure Coast Hospice Foundation ("Treasure Coast Foundation"); and (9) The Hospice of St. Francis Foundation, Inc., a Florida not for profit corporation ("St. Francis Foundation" and together with Treasure Coast Foundation, the "Foundations"). The Corporation shall develop, establish and continue activities and programs which will enable and assist the Hospices, the Palliative Care Providers and the Foundations to accomplish their services, educational research and scientific goals and objectives.

B. This Corporation shall become the sole member of the Hospices and the sole member of the Foundation upon the filing by the Hospices and the Foundation of Restated Articles of Incorporation naming this Corporation as the sole member of such corporations. This Corporation will control, support, coordinate, cooperate and contract with such affiliated corporations in order to foster an efficient, effective and integrated health care delivery system.

C. No dividends shall be paid, and no part of the income of the Corporation shall be distributed or inure to the benefit of any member, director, officer or private person, 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 Paragraphs A and B of this Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including

the publishing or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

D. The Corporation shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered, except to an insubstantial degree, to engage in any activity that in itself is not in furtherance of its purposes as set forth in Paragraphs A and B of this Article II.

E. Other provisions of these Restated Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III **TERM**

The Corporation shall have a perpetual existence.

ARTICLE IV **MEMBERSHIP**

There shall be no members of the Corporation.

ARTICLE V **ELECTION OF DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than nine (9), nor more than eighteen (18) members, plus Emeriti Members, as shall be established by the Board of Directors. All Directors shall be elected as stated in the Bylaws of the Corporation.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be at 3461 SE Willoughby Blvd., Stuart, FL 34994. The registered agent at such address shall be Fox McCluskey Bush Robison, PLLC.

ARTICLE VII **BYLAWS**

The Board of Directors of the Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

ARTICLE VIII **AMENDMENT OF ARTICLES**

These Restated Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of at least two-thirds (2/3) of all the Directors then in office.

ARTICLE IX
DISSOLUTION

Should the Corporation be dissolved, after payment or making provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed to the Hospices and Palliative Care Providers as the Board of Directors shall determine. If any of the Hospices or Palliative Care Providers is not then in existence, or does not at such time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or is otherwise unable for any reason to accept title to such assets, then the Corporation's assets shall be distributed to the other remaining Hospice(s) or Palliative Care Provider(s). If none of the Hospices or Palliative Care Providers is in existence, or none of the Hospices or Palliative Care Providers at such time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or none of the Hospices or Palliative Care Providers is otherwise able for any reason to accept title to such assets, then all the assets of the Corporation shall be distributed to the Foundations. If the Foundations are not then in existence, or do not at such time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or is unable for any reason to accept title to such assets, then all the assets of this Corporation shall be distributed in such manner, and to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the proper Court of the County in which the principal office is then located, in such manner and to such exempt organization or organizations or government, as said Court shall determine.

* * *

IN WITNESS WHEREOF, the Corporation adopts these Restated Articles of Incorporation on the 1st day of October, 2024.

HEALTH AND PALLIATIVE SERVICES OF
THE TREASURE COAST, INC.

By: 

Name: Jackie Kendrick

Title: President and CEO