

To: FL Dept. of State  
Subject: 000650 77895

From: Katie Wosch

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**SPECTRUM HEALTH, INC.**

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*Amendes And Restates*  
*Art*

T. Roberts NOV 30 2007

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SPECTRUM HEALTH, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

NAME: REGISTERED AND PRINCIPAL OFFICE: REGISTERED AGENT

The name of this Corporation is "Spectrum Health, Inc." The principal office of the Corporation is located at 5300 East Avenue, West Palm Beach, Florida 33407. The registered office is 201 South Biscayne Boulevard, Suite 2200, Miami, Florida, 33131 and the registered agent at such address shall be Gary Davis.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES: POWERS

A. The general purposes for which the Corporation is formed are to operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or corresponding provisions of any subsequent Federal tax laws (the "Code"), including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations as permitted under Section 509(a)(3) of the Code.

B. The specific purpose for which the Corporation is formed is to operate exclusively for the benefit of, to perform the functions of, to carry out the purposes of, and support and encourage the provision of health, hospice and palliative care services by providing management, financial and other assistance to Hospice of Palm Beach County, Inc. ("Hospice"), an organization determined to be exempt from Federal income taxation under Section 501(c)(3) of

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the Code and a public charity under Section 509(a)(1) of the Code, and to such other permissible beneficiaries of the Corporation within the meaning of applicable Treasury Regulations which have been organized and operate to pursue charitable and educational mission(s) generally consistent with and supportive of Hospice's mission. The Corporation is intended to be a public charity and supporting organization within the meaning of section 509(a)(3) of the Code, and shall be the sole corporate member of Hospice, its supported organization. The Corporation shall be supervised or controlled in connection with Hospice, in that at least a majority of the members of the governing board of the Corporation shall also constitute at least a majority of the members of the governing board of Hospice. The Corporation will control, manage, coordinate, cooperate and contract with Hospice and its affiliated entities in order to foster an efficient, effective and integrated health care delivery system.

C. The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, and limited only as set forth in these Articles of Incorporation.

D. No dividends shall be paid, and no part of the income of this 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. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. Other provisions of these 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.

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ARTICLE IV

TERM

This Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

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

Edward J. Hopkins  
One North Clematis Street  
Suite 500  
West Palm Beach, Florida 33401

ARTICLE VI

MEMBERSHIP

The Corporation shall have two classes of members, Members and Life Members, and their voting rights and authority shall be set forth in the Bylaws of the Corporation. The following individuals shall serve as Members of the Corporation in accordance with the terms and subject to the conditions regarding such membership as set forth in the Bylaws of the Corporation:

	<u>Group</u>
The Honorable Maria L. Bacinich	3
Warren W. Blanchard, Jr., CPA	3
Michael W. Connors, Esquire	3
Paula Cook	2
Gail Austin Cooney, M.D.	1
David Fielding	1
Catherine Flagg	1
William Flaherty	3
Betty Frank	3
Judith Giuffrida	3
Bishop Oshea Granger	2

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Robert J. Jacobson, M.D.	2
Richard S. Johnson, Sr.	1
Robert Kneip	2
Randy Levitt	2
David McCoy	3
John Marino	2
Judith Mitchell	3
George M. Moffett, II	1
Phillip D. O'Connell, Jr. Esq.	3
Thomas C. Quick	1
David a. Ralicki	1
Vicki Rautbord	1
Timothy Rooney	2
George E. Summers	2
William Watchman	1
William Yeargin	3

The following individuals shall serve as Life Members of the Corporation in accordance with the terms and subject to the conditions regarding such membership set forth in the Bylaws of the Corporation.

John Brogan  
Helen Messic  
Mary Hultar

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of this Corporation are to be managed by a Board of Directors, which shall consist of no fewer than seven (7) and no more than thirteen (13) Directors, as shall be established from time to time by the Board of Directors. At least a majority of the Directors of the Corporation shall also serve as members of the Board of Directors of Hospice, and shall constitute at least a majority thereof. All Directors shall be elected and serve as set forth in the

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Bylaws of this Corporation. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The Board of Directors shall have the following officers: Chairperson, one or more Vice-Chairpersons, Secretary and Treasurer, which shall be selected and serve as set forth in the Bylaws.

#### ARTICLE VIII

##### OFFICERS

Officers of the Corporation shall include the President/Chief Executive Officer and Chief Financial Officer and may include one or more Vice-Presidents and such other Officers appointed in accordance with the Bylaws of this Corporation. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically set forth in the Bylaws of the Corporation. All Officers shall be selected and serve as set forth in the Bylaws of this Corporation.

#### ARTICLE IX

##### BYLAWS

The Board of Directors of this Corporation may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the Board of Directors may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

#### ARTICLE X

##### AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of at least a majority of all of the members of the Board of Directors then in office.

#### ARTICLE XI

##### DISSOLUTION

Should this Corporation be dissolved, after payment or making provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes 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

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corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any of such assets not so disposed of by the Board of Directors for any reason shall be disposed of by the proper Court of the County in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations as said Court shall determine to be organized and operated for such objects and purposes.

\* \* \*

The foregoing Amended and Restated Articles of Incorporation, of which approval by the Members of the Corporation is not required, were recommended to and approved by the Board of Directors of the Corporation pursuant to resolutions adopted at a meeting of the Board of Directors held on November 13, 2007.

IN WITNESS WHEREOF, Spectrum Health, Inc. has caused these Amended and Restated Articles of Incorporation of Spectrum Health, Inc. to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 26<sup>th</sup> day of November, 2007.

Spectrum Health, Inc.

By:   
David Fielding, President

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 28<sup>th</sup> day of March, 2007.

By: 

Gary Davis, P.A.  
Registered Agent

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