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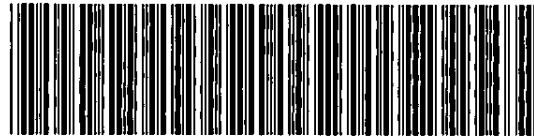
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Good Shepherd Hospice, Inc.

**DOCUMENT NUMBER:** N06000007799

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

H. Darrell White

(Name of Contact Person)

c/o HPC Healthcare, Inc.

(Firm/ Company)

12973 Telecom Parkway, Suite 100

(Address)

Temple Terrace, FL 33637

(City/ State and Zip Code)

whited@hpchealthcare.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

H. Darrell White

(Name of Contact Person)

at ( 813 ) 871-8400

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
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enclosed)

☐ \$52.50 Filing Fee  
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Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FIRST ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

GOOD SHEPHERD HOSPICE, INC.

(Document No. N06000007799)

**FILED**  
11 JAN 24 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Statutes, Good Shepherd Hospice, Inc., a Florida not for profit corporation, hereby adopts the following amendments to its Articles of Incorporation (the "Articles of Incorporation" or "Articles"):

1. **Name of Corporation.** The name of the corporation is Good Shepherd Hospice, Inc. (the "Corporation").
2. **Text of Amendments.**

**FIRST:** Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE II**  
**PURPOSES**

The Corporation is organized exclusively for educational and 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 Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. 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. These purposes include but are not limited to the following:

1. To establish and maintain services for the support and care of persons with or affected by life-limiting or advanced illnesses.

2. To promote the philosophy that the quality of life is important and that life should be lived to its fullest extent by those persons with or affected by life-limiting or advanced illnesses.

3. To promote understanding of the needs of persons with or affected by life-limiting or advanced illnesses.

4. To obtain public involvement and support by disseminating the aims and purposes of this not for profit Corporation and its activities to the general public.

5. To do all other tasks, including the conducting of all activities, necessary, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any of the purposes set forth herein and in furtherance of the Corporation's participation in the health system conducted through and governed by HPC Healthcare, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

**SECOND:** Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III  
MEMBERS

The sole member of the Corporation is HPC Healthcare, Inc., its successors and assigns (the "Sole Member").

**THIRD:** Article XI of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE XI  
TAX EXEMPT RESTRICTIONS

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, the Corporation's members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and upon dissolution, final liquidation or partial liquidation, may make distributions to its

qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits upon its Sole Member in conformity with its purpose, so long as the Sole Member is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

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 be 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.

3. Date and Manner of Adoption. These Articles of Amendment were adopted by the Corporation's Sole Member on January 18, 2011. The number of votes cast in favor of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these First Articles of Amendment on this 18<sup>th</sup> day of January, 2011, to be effective upon filing.

GOOD SHEPHERD HOSPICE, INC.

By: 

Kathy L. Fernandez, President