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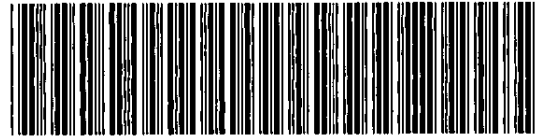
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TALLAHASSEE FLORIDA

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Restated Articles CC  
@ 12/17/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Good Shepherd Hospice, Inc.

DOCUMENT NUMBER: N06000007799

**Restatement (includes amendments)**

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

Please return all correspondence concerning this matter to the following:

H. Darrell White

Name of Contact Person

Good Shepherd Hospice, Inc.

Firm/ Company

12470 Telecom Drive, Suite 300 West

Address

Temple Terrace, FL 33637

City/ State and Zip Code

whited@chaptershealth.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 &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
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

ARTICLES OF RESTATEMENT  
OF  
GOOD SHEPHERD HOSPICE, INC.  
(A Corporation Not for Profit)

**FILED**  
12 DEC 17 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accordance with Section 617.1007 of the Florida Statutes, Good Shepherd Hospice, Inc., a Florida not for profit corporation, restates its Articles of Incorporation and certifies as follows:

1. Name. The name of the corporation restating its Articles of Incorporation is Good Shepherd Hospice, Inc. (the "**Corporation**").
2. Text of Restated Articles of Incorporation. The text of the Restated Articles of Incorporation is attached hereto as **Exhibit 1**.
3. Certification. The Restated Articles of Incorporation contains amendments to the Corporation's Articles of Incorporation that require adoption by the Corporation's Sole Member. The Restated Articles of Incorporation were adopted by the Corporation's Sole Member on November 27, 2012, to be effective as of December 17, 2012. The number of votes cast in favor of adoption of the Restated Articles of Incorporation was sufficient for approval.

The text of the amendments is as follows:

**FIRST**, Article I of the Articles of Incorporation is amended to reflect the Corporation's principal street address and new mailing address. Article I, as amended, will read as follows:

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is Good Shepherd Hospice, Inc. (the "**Corporation**"). The street address of the Corporation's principal office is 320 W. Main Street, Lakeland, Florida 33815. The mailing address of the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

**SECOND**, Article II of the Articles of Incorporation is amended to reflect the new name of the entity referenced in Section 5. Article II, as amended, will read as follows:

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 Chapters Health System, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

**THIRD**, Article III of the Articles of Incorporation is amended to reflect the new name of the Corporation's Sole Member. Article III, as amended, will read as follows:

ARTICLE III  
MEMBERS

The sole member of the Corporation is Chapters Health System, Inc., its successors and assigns (the "**Sole Member**").

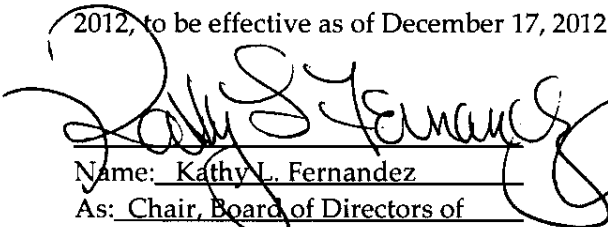
**FOURTH**, Article VI of the Articles of Incorporation is amended to reflect a **new registered office address** for the Corporation. Article VI, as amended, will read as follows:

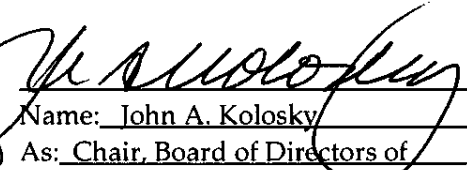
ARTICLE IV  
REGISTERED AGENT AND OFFICE ADDRESS

The Registered Agent for the Corporation is Kathy L. Fernandez. The Registered Office address for the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

The foregoing amendments and the Restated Articles of Incorporation of the Corporation attached hereto as Exhibit 1 were adopted by the Corporation's Sole Member on November 27, 2012, to be effective as of **December 17, 2012**. The number of votes cast in favor of adoption of the amendments and Restated Articles of Incorporation was sufficient for approval.

**WHEREFORE**, the undersigned Chairs of the Boards of Directors of the Corporation, Good Shepherd Hospice, Inc., and the Sole Member, Chapters Health System, Inc., have executed these Articles of Restatement this 27<sup>th</sup> day of November, 2012, to be effective as of December 17, 2012.

  
Name: Kathy L. Fernandez  
As: Chair, Board of Directors of  
Good Shepherd Hospice, Inc.

  
Name: John A. Kolosky  
As: Chair, Board of Directors of  
Chapters Health System Inc.

**EXHIBIT 1**

**Restated Articles of Incorporation  
of  
LifePath Hospice, Inc.**

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**of**  
**GOOD SHEPHERD HOSPICE, INC.**  
**(A Corporation Not-For-Profit)**

These Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation of Good Shepherd Hospice, Inc., filed on July 24, 2006, as amended on September 27, 2006 and January 24, 2011, and as amended by the Articles of Restatement dated November 27, 2012, to be effective as of December 17, 2012.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation is Good Shepherd Hospice, Inc. (the "**Corporation**"). The street address of the Corporation's principal office is 320 W. Main Street, Lakeland, Florida 33815. The mailing address of the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

**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 Chapters Health System, Inc., a Florida not for profit corporation, to the full extent permitted by the Bylaws and the laws of the sovereign State of Florida.

### ARTICLE III MEMBERS

The sole member of the Corporation is Chapters Health System, Inc., its successors and assigns (the "**Sole Member**").

### ARTICLE IV DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than seven (7). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

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ARTICLE V  
OFFICERS

The officers and their manner of election shall be as provided in the Bylaws.

ARTICLE IV  
REGISTERED AGENT AND OFFICE ADDRESS

The Registered Agent for the Corporation is Kathy L. Fernandez. The Registered Office address for the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE VII  
BYLAWS

The Initial Board shall adopt Bylaws for the Corporation upon its organization which are approved and accepted by the Sole Member and these Bylaws as amended from time to time shall govern the operation and functioning of the Corporation. The Bylaws may thereafter be amended, altered, added to or rescinded only by the Sole Member by the vote of a majority of its Board of Directors at the time of such amendment.

ARTICLE VIII  
AMENDMENTS

These Articles may be amended only by the Sole Member as provided in the Bylaws.

ARTICLE IX  
DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Member if the Sole Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Sole Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X  
INCORPORATOR

The name and address of the incorporator is: Tina Dunsford, Esq., Fowler White Boggs Banker P.A., 501 East Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

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.

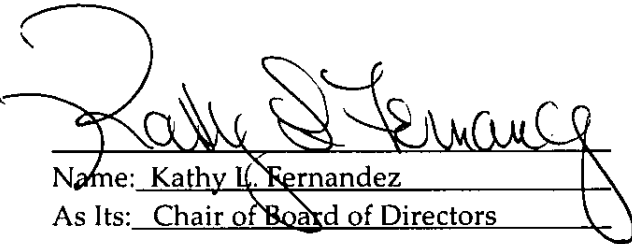
Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

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.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

**WHEREFORE**, the undersigned Chair of the Board of Directors of Good Shepherd Hospice, Inc., has executed these Restated Articles of Incorporation this 27<sup>th</sup> day of November, 2012, to be effective as of December 17, 2012.

  
Name: Kathy L. Fernandez  
As Its: Chair of Board of Directors