

NO6000009695

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

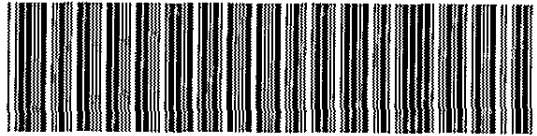
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200079562772

00/15/06--01001--006 \*\*78.75

RECEIVED

05 SEP 14 PM 3:05

FILED

06 SEP 14 PM 3:09

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

7/11/14  
SH

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: HOPE MEMORIAL CARE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee -

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: J. Robert Griffin  
Name (Printed or typed)  
TIMBERLANE ROAD, SUITE 602A  
1342 THUNDERBOLT R  
Address  
TALLAHASSEE, FL 32317  
City, State & Zip  
850-509-2065 / 850-893-7904  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

# **HOPE MEMORIAL CARE, INC.**

## ***A FLORIDA NOT-FOR-PROFIT CORPORATION***

### ***ARTICLES OF INCORPORATION***

#### ***ARTICLE I NAME OF CORPORATION***

The name of the Corporation shall be HOPE MEMORIAL CARE, INC.

#### ***ARTICLE II ADDRESS OF CORPORATION***

The initial principal place of business and address of HOPE MEMORIAL CARE, INC., shall be HOPE MEMORIAL CARE, INC., 9470 HealthPark Circle, Fort Myers, Florida 33908.

#### ***ARTICLE III PURPOSE OF CORPORATION***

The Corporation is organized and operated exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The purpose of HOPE MEMORIAL CARE, INC. (hereinafter, "the Corporation"), shall be to engage in the provision of counseling, supportive care, and other services to terminally ill patients, their families and other individuals in need of such services, and any related lawful acts or activities for which not-for-profit corporations may be organized under the Laws of Florida. The Corporation is not organized for profit nor shall any of its net earnings inure in whole or in part to the benefit of private stockholders, members, or individuals.

#### ***ARTICLE IV MEMBERS OF CORPORATION***

The *SOLE CORPORATE MEMBER* of HOPE MEMORIAL CARE, INC., shall be HOPE OF SOUTHWEST FLORIDA, INC., a duly authorized Florida not-for-profit corporation. The Corporation shall have such other members as the Incorporator, and, after appointment, the Board of Directors deems appropriate, who shall be appointed in a way consistent with these Articles and the Bylaws of the Corporation.

FILED  
06 SEP 14 PM 3:10  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is J. Robert Griffin, 1342 Timberlane Road, Suite 102-A, Tallahassee, Florida 32312-1762. The Incorporator is vested with all powers permitted pursuant to Chapter 617, F.S.

**ARTICLE VI**  
**DIRECTORS**

The powers of the Incorporator shall terminate upon appointment and election of the Board of Directors and officers.

**ARTICLE VII**  
**ELECTION OF OFFICERS AND DIRECTORS**

The initial officers and directors shall be appointed by the Incorporator, and thereafter the directors and officers shall be appointed by the Board of Directors of Hope of Southwest Florida, Inc.. The number of directors, term of officers and directors, and means of election of the officers and directors of HOPE MEMORIAL CARE, INC. shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of HOPE MEMORIAL CARE, INC. Unless and except to the extent that the bylaws of HOPE MEMORIAL CARE, INC. shall otherwise require, the election of directors need not be by written ballot.

**ARTICLE VIII**  
**NAME AND ADDRESS OF INITIAL REGISTERED AGENCY**

The name and address of the initial registered agent of HOPE MEMORIAL CARE, INC. is J. Robert Griffin, 1342 Timberlane Road, Suite 102A, Tallahassee, Florida 32312-1762.

**ARTICLE IX**  
**LIMITED LIABILITY OF OFFICERS AND DIRECTORS**

No director or officer of HOPE MEMORIAL CARE, INC. shall be liable to HOPE MEMORIAL CARE, INC. or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that nothing contained herein shall eliminate or limit the liability of a director or officer (1) for any breach of the director or officer's duty of loyalty to the organization; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for any transaction from which the officer or director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of, a director or officer existing at the time of, or arising out of facts or incidents prior to the time of, the effectiveness of such repeal or modifications.

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

HOPE MEMORIAL CARE, INC. reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon officers and directors by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this Article.

**ARTICLE XI**  
**BY-LAWS**

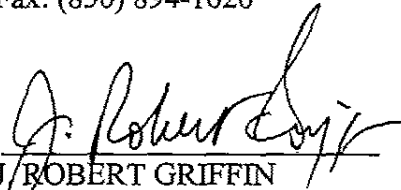
In furtherance of the Powers conferred by the laws of the State of Florida, the Board of Directors of HOPE MEMORIAL CARE, INC. is expressly authorized and empowered to adopt, amend, and repeal by-laws of HOPE MEMORIAL CARE, INC.

**ARTICLE XII**  
**DISSOLUTION**

Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption from taxation under applicable provisions of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or director of this Corporation.

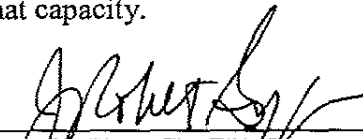
The undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of September, 2006.

J. ROBERT GRIFFIN  
1342 Timberlane Road  
Suite 102-A  
Tallahassee, Florida 32312-1762  
(850) 893-7904  
Fax: (850) 894-1620

  
J. ROBERT GRIFFIN  
Incorporator

*REGISTERED AGENT*

Having been named as registered agency to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

  
J. ROBERT GRIFFIN  
Registered Agent

FILED  
06 SEP 14 PM 3:10  
TALLAHASSEE, FLORIDA