

Division of Corporations

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N08000000010

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
VNA PRIVATE SERVICES, INC

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OFFICE OF STATE
TREASURER
TALLAHASSEE, FLORIDA

A FLORIDA NON-PROFIT CORPORATION

The undersigned hereby certifies that these Articles of Amendment have been executed for the purpose of amending the Articles of Incorporation of VNA Private Services, Inc. (the "Corporation") and in compliance with Section 617.1006 of the Florida Statutes. The original Articles of Incorporation were filed on December 31, 2007, and assigned Document No. N08000000010.

FIRST: The following ARTICLE XIII shall be added:

"ARTICLE XIII - MISCELLANEOUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 of the corporation. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors

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shall determine, in such manner as required by section 501(c)(3) of the Code and in accordance with the statutes of the State of Florida.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

SECOND: The power to amend the Articles of Incorporation of VNA Private Services, Inc. is with the corporation's Sole Member, Visiting Nurse Association of the Treasure Coast, Inc. On May 29, 2008, the Board of Directors of Visiting Nurse Association of the Treasure

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Coast, Inc. approved this Amendment of the Articles of Incorporation of the corporation in a number sufficient for approval according to the bylaws thereof.

THIRD: The amendments set forth in this Articles of Amendment shall become effective upon the filing hereof with the Secretary of State, State of Florida.

DATED this 29th day of May, 2008.

VNA PRIVATE SERVICES, INC.

By: Margaret W. Cunningham

Margaret Cunningham, Chairman

Attest: Julie Vargo O'Brien

Julie Vargo O'Brien, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

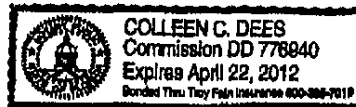
Signed, sworn to and acknowledged before me by MARGARET CUNNINGHAM, as Chairman of the Corporation, who is personally known to me or provided a valid driver's license # _____ as identification, this 29th day of May, 2008.

Colleen C. Dees

Notary Public, State of Florida

My commission expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER



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Julie Vargo-O'Brien

SKB

Signed, sworn to and acknowledged before me by ~~Robin Blanton~~, as Secretary of the Corporation, who is personally known to me or provided a valid driver's license # _____ as identification, this 29th day of May, 2008.

Colleen C. Dees

Notary Public, State of Florida
My commission expires:



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