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FLORIDA PROFIT/NON PROFIT CORPORATION

ALLIANCE HOSPICE, INC.

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**ARTICLES OF INCORPORATION
of
ALLIANCE HOSPICE, INC.**

The undersigned, natural person of the age of 18 years or more, acting as incorporator, adopts the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be ALLIANCE HOSPICE, INC. at 12107 Majestic Blvd., Hudson, FL 34667.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Corporation is organized for the purpose of creating and maintaining a Hospice and related or supporting health care services. A hospice is defined as an autonomous, centrally administered, medically directed, nurse coordinated program providing a continuum of home, residential, and home-like inpatient care for the terminally ill patient and his or her family. It will employ an interdisciplinary team to assist in providing palliative and supportive care to meet the special needs arising out of the physical, emotional, spiritual, social and economic stresses which are experienced during the final stages of illness and during dying and bereavement. This care is available on the basis of need regardless of ability to pay.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 or in opposition to any candidate for public office.

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3.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Company, all remaining assets shall be distributed to the members in equal shares or their successors if said Corporations or their successors are exempt within the meaning of section 501 (c) (3) at the time of dissolution; provided, however, if said Corporations or their successors are not tax exempt as defined or are not in existence or are unwilling to accept the assets then the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

6.01 Membership. The Corporation shall have two voting members:

- a. North Central Florida Hospice, Inc., a Florida not for profit corporation; and
- b. Hernando-Pasco Hospice, Inc., a Florida not for profit corporation.

6.02 The members expressly reserve the power to elect or replace and to remove, with or without cause the directors of the corporation in accordance with procedures established in the bylaws.

6.03 Membership is not transferable or assignable.

ARTICLE 7: INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is Alfred W. Torrence, Jr., 6709 Ridge Road, Suite 106, Port Richey, FL 34668.

ARTICLE 8: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors each of whom shall be elected in the manner provided for in the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws, but in no case shall the number of Directors be less than three.

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any contribution, gift or devise consistent with the general purposes of the Corporation. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Corporation shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION


Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

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ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains offices at 6709 Ridge Road, Suite 106, Port Richey, FL 34668, and the registered agent at that address shall be Alfred W. Torrence, Jr.


DATED this 17th day of April, 2008.


Alfred W. Torrence, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as registered agent 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 this capacity.

DATED this 17th day of April, 2008.


Alfred W. Torrence, Jr., Registered Agent

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