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MAY -6 2008
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2008 MAY -2 A 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alliance of Florida, Inc
(Corporation Name) (Document #)
2. _____
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3. _____
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
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<input type="checkbox"/>	Dissolution/Withdrawal
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Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2008

HOLLAND & KNIGHT, LLP
315 SOUTH CALHOUN ST
SUITE 600
TALLAHASSEE, FL 32301

SUBJECT: ALLIANCE OF FLORIDA, INC.
Ref. Number: W08000022433

We have received your document for ALLIANCE OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 508A00028502

**ARTICLES OF INCORPORATION
of
HPH-HAVEN ALLIANCE, INC.**

FILED

2008 MAY -2 A 10: 55

The undersigned, natural persons of the age of 18 years or more, acting as incorporators, adopt the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be HPH-Haven Alliance, 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 States Internal Revenue Law ("Code"). More specifically, the Corporation is organized for the purpose of creating and maintaining a hospice, which is a centrally administered program providing a continuum of palliative and supportive care for the terminally ill patient and his or her family, as well as related or supporting health care services.

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, 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 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.

3.03 Notwithstanding any other provision of these articles, the Corporation 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 Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or by a corporation organized under Florida Statutes 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 dissolution of the Corporation, the Corporation's assets remaining after the payment of all costs and expenses of such dissolution ("Remaining Assets") shall be distributed one-half to Hernando-Pasco Hospice, Inc., a Florida not for profit corporation or its successor ("Hernando-Pasco") and one-half to North Central Florida Hospice, Inc., a Florida not for profit corporation doing business as Haven Hospice or its successor ("Haven"), provided that each of Hernando-Pasco and Haven is then in existence and is described in Section 501(c)(3) of the Code. If either or both of Hernando-Pasco or Haven is not in existence or is not tax-exempt as an organization described in Section 501(c)(3) of the Code, then the one-half of Remaining Assets otherwise distributable to each disqualified organization shall be distributed to an organization designated by the disqualified organization, or if no recipient organization is designated, to an organization or organizations described in Section 501(c)(3) of the Code designated by the Board of Directors. Any Remaining 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 exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERSHIP

The Corporation shall have no members.

ARTICLE 7: INCORPORATORS

The name and address of the two incorporators to these Articles of Incorporation are Alfred W. Torrence, Jr., 6709 Ridge Road, Suite 106, Port Richey, FL 34668 and Stephen J. deMontmollin, 4300 N.W. 89th Blvd., Gainesville, FL 32606.

ARTICLE 8: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors, one-half of whom shall be elected and may be removed, with or without cause, by Hernando-Pasco and one-half of whom shall be elected and may be removed, with or without cause, by Haven, in each case in the manner provided in the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws consistent with this requirement, but in no case shall the number of Directors be less than eight.

Notwithstanding anything to the contrary herein, however, the Board of Directors may not, without the prior approval of both Hernando-Pasco and Haven:

8.01 Adopt or amend any annual or long-term capital or operational budget;

8.02 Authorize the Corporation to enter into any contract or other transaction which is not provided for in a previously adopted annual or long-term capital or operational budget, where the amount of proposed expenditure exceeds one percent of the current annual operating budget or which requires the Corporation to engage in any financing;

8.03 Adopt or change any long-term or master institutional plans of the Corporation, including the implementation of new programs and services;

8.04 Authorize the Corporation to engage in, or enter into, any transaction requiring a Certificate of Need (other than the establishment of a hospice to serve Marion County, Florida);

8.05 Authorize the Corporation to make a charitable contribution in excess of five percent of the Corporation's assets;

8.06 Adopt any plan of sale, dissolution, merger, or consolidation of the Corporation or the disposition in one or more related transactions of more than five percent of the Corporation's assets;

8.07 Authorize the Corporation to enter into any contract, transaction or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues or property, plant and equipment of the Corporation; or

8.08 Take such other actions as may be specified in the bylaws.

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVICES 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 adopted by the first Board of Directors with the approval of each of Hernando-Pasco and Haven. The bylaws may thereafter be amended by a vote of two-thirds of the Board of Directors then in office 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; and the proposed bylaw amendment is approved by each of Hernando-Pasco and Haven.

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 an agent, 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

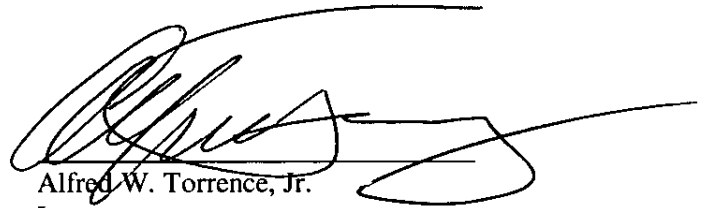
Amendments of the Articles of Incorporation shall be proposed by a two-thirds vote of the Board of Directors then in office at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed amendment is furnished to each Director at least five days prior to such meeting and shall also require the approval of both Hernando-Pasco and Haven.

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..

(Signature on following pages)

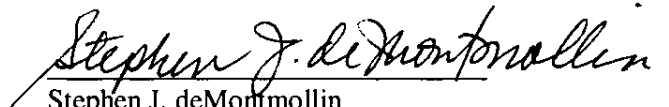
Dated this 1 day of May, 2008.



Alfred W. Torrence, Jr.
Incorporator

(Signatures continued on following page)

Dated this 30th day of April, 2008.


Stephen J. deMontmollin
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 1 day of May, 2008.


ALFRED W. TORRENCE, JR.

FILED
2008 MAY -2 A 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA