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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CATHOLIC HOSPICE OF CENTRAL FLORIDA, INC.
(A Florida Not-For-Profit Corporation)**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CATHOLIC HOSPICE OF CENTRAL FLORIDA, INC., a Florida not-for-profit corporation, having its principal office at 14875 N.W. 77 Avenue, Suite 100, Miami Lakes, FL 33014, and originally incorporated under the aforesaid name, hereby certifies to the Department of State that:

The following Amended and Restated Articles of Incorporation were duly adopted by the corporate Member on November 16, 2009. That approval is the only requirement to amend and restate these Articles of Incorporation pursuant to the authority and provisions of Florida Statutes and the existing Articles of Incorporation and Bylaws of Catholic Hospice of Central Florida, Inc. These Amended and Restated Articles of Incorporation shall be effective as of the date of adoption.

BE IT RESOLVED that the Articles of Incorporation are hereby amended and restated by striking in their entirety Articles I through XVIII, inclusive, and by substituting the following in lieu thereof.

ARTICLE I
NAME

The name of the corporation shall be Catholic Hospice of Central Florida, Inc., a Florida not-for-profit corporation, and its address is 14875 N.W. 77 Avenue, Suite 100, Miami Lakes, Florida 33014.

ARTICLE II
PURPOSE

A. The general purpose of the Corporation shall be to sponsor services for the terminally ill, including, but not limited to, providing hospice services especially designed to meet the physical, social and psychological needs of the terminally ill and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of hospice activities in Orange County and Osceola County, Florida.

B. To carry out its general purpose, the Corporation will be operated in conformity with the Canon law of the Roman Catholic Church and in accordance with the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference of Catholic Bishops and as interpreted by the local Diocesan Bishop, and will operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

C. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

D. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE III
QUALIFICATIONS FOR MEMBER(S) AND THE
MANNER OF THEIR ADMISSION

The initial Member shall be Catholic Hospice, Inc., a Florida non-profit corporation. Additional Members may be appointed by the Member(s) at its sole discretion.

ARTICLE IV
DURATION

The Corporation is to exist perpetually.

ARTICLE V
RESERVATION OF POWERS TO MEMBER(S)

The following powers are specifically reserved to the Member(s):

- A. The operating philosophy of the Corporation shall be approved by the Member(s);
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- C. The Corporation may not be merged or dissolved without the express written approval of the Member(s).

ARTICLE VI
POWERS

The Corporation shall have the power to acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of Catholic Hospice of Central Florida, Inc. and other affiliated organizations; to lease all or a portion of such real and personal property; to borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations; to make charitable contributions to any affiliated organizations; to manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and to utilize its income in furtherance of the foregoing objectives. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific, or educational purpose within the meaning of Section 501(c)(3) of the Code as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant to law shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE VII
LIMITATIONS ON ACTIVITIES

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private

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individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a non-profit corporate member described in Section 501(c)(3) of the Code 1986. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation 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.

ARTICLE VIII
ADDRESS OF REGISTERED OFFICE
NAME OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE IX
NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the incorporator is:

J. Patrick Fitzgerald, Esquire
110 Merrick Way, Suite 3-B
Coral Gables, FL 33134

ARTICLE X
BOARD OF DIRECTORS

A. The business of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member(s).

B. The initial Board of Directors shall be composed of the Directors of Catholic Hospice, Inc., a Florida non-profit corporation.

C. The Board of Directors shall hold meetings at such times and place as described in the Bylaws.

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D. All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

E. The names and addresses of the persons who will serve as initial Directors are as follows:

Manuel P. Anton, II, MD	3663 South Miami Avenue Miami, FL 33133
Mariluz Guzman	3663 South Miami Avenue Miami, FL 33133
Berta Cabrera	3663 South Miami Avenue Miami, FL 33133
Sister Edith Gonzalez	3663 South Miami Avenue Miami, FL 33133
Joseph M. Catania	4790 N. State Road 7 Lauderdale Lakes, FL 33319
John Hazel	3663 South Miami Avenue Miami, FL 33133
Mary Jo Frick	4790 N. State Road 7 Lauderdale Lakes, FL 33319
Msgr. Tomas Marin	3900 N.W. 79 Ave, Suite 731 Miami, FL 33166
Rev. Roberto Garza	9401 Biscayne Boulevard Miami Shores, FL 33138
Rev. Alberto Rodriguez, O.P.	5909 N.W. 7 Street Miami, FL 33126
Rev. Deacon Richard Turcotte, Ph.D.	1505 N.E. 26 Street Wilton Manors, FL 33305
Steven G. Ullmann, Ph.D.	323 C. Jenkins Building Coral Gables, FL 33145

F. Upon the issuance of a Certificate of Need to operate hospice services, the Directors of the Corporation shall be representative of the community served by the

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hospice and shall meet all other requirements of Florida Statute 400.610, as that statute may from time to time be amended.

ARTICLE XI **OFFICERS**

The initial Officers of the Board of Directors and of the Corporation shall be composed of the Officers of Catholic Hospice, Inc., a Florida non-profit corporation.

The names and addresses of the persons who will serve as the initial principal Officers are as follows:

Joseph M. Catania	Chairperson
Mariluz Guzman	Treasurer
Brian Payne	President

ARTICLE XII **BYLAWS**

The Member(s) shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

ARTICLE XIII **COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE XIV **CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with (i) the Ethical and Religious Directives for Catholic Health Care Services as promulgated by the United States Conference and as interpreted by the local Diocesan Bishop; (ii) the health care mission, philosophy and policies of the Member(s); and (iii) the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XV **INDEMNIFICATION**

The Corporation shall indemnify any Director or Officer or former Director or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or

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otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation with respect to activities in the scope of their services performed on behalf of the Corporation.

ARTICLE XVI **DISSOLUTION**


Upon the dissolution of the Corporation, the Member(s) of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, to Catholic Hospice, Inc., a Florida non-profit corporation, an organization exempt from taxation under Section 501 (c) (3) of the Code, or if that corporation is not exempt from taxation under Section 501 (c) (3) of the Code at the time of such disposition, then it shall be distributed to an organization exempt from taxation under Section 501 (c) (3) of the Code at the direction of the current Member(s) of the Corporation. Any assets not so disposed of shall be disposed of by court of competent jurisdiction exclusively for such purposes or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVII **AMENDMENT OF THE ARTICLES OF INCORPORATION**

These Articles may be amended, altered, modified or revoked only by the Corporation's Member(s) in any manner which (i) does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affects its status as an organization qualifying under Section 501 (c) (3) of the Code; and (ii) is in accord with any agreements among all of the Member(s).

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IN WITNESS WHEREOF, I, the undersigned Chairperson of Catholic Hospice, Inc., have hereunto set my hand and seal this 16 day of November, 2009, for the purpose of amending the Articles of Incorporation of Catholic Hospice of Central Florida, Inc. under the laws of the State of Florida.

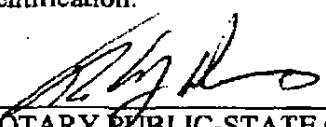


Joseph M. Catania
Chairperson
Catholic Hospice, Inc.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 16 day of November, 2009, by Joseph M. Catania, Chairperson. (Check One) [☒ He is personally known to me or [] He has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Roberto J. Diaz
Commission # DD498397
Expires: JAN. 31, 2010
Bonded by Atlantic Bonding Co., Inc.



NOTARY PUBLIC-STATE OF FLORIDA
At Large.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald
Registered Agent

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CERTIFICATION

I, the undersigned Chairperson of Catholic Hospice of Central Florida, Inc., a Florida not-for-profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a meeting of the Member of Catholic Hospice of Central Florida, Inc., duly called for and held on November 16, 2009, at which a quorum was present:

BE IT RESOLVED that the Articles of Incorporation be and are hereby amended to read as per Exhibit "A" attached hereto and made a part hereof.

I FURTHER CERTIFY that there have been no other changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Articles of Bylaws governing the Corporation.


WITNESS my hand and seal at Miami, Florida this 16th day of November, 2009.




Joseph M. Catania
Chairperson

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 16th day of November, 2009, by Joseph M. Catania, as Chairperson of Catholic Hospice of Central Florida, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
 Roberto J. Diaz
Commission # DD498397
Expires: JAN. 31, 2010
Bonded Thru Atlantic Bonding Co., Inc.



NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:

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EXHIBIT "A"

The following Articles are being amended from the existing Articles of Incorporation.

All Articles have been replaced with the Articles set out in the attached Amended and Restated Articles of Incorporation of Catholic Hospice of Central Florida, Inc.

RJD/9/33-34/Amended Restated Articles Incorporation