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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**AVOW CARE SERVICES, INC.**

**A Florida Not For Profit Corporation**

Pursuant to Section 617.1007 of the Florida Statutes, Avow Care Services, Inc., a Florida not for profit corporation, adopts the following Amended and Restated Articles of Incorporation ("Articles of Incorporation").

**ARTICLE I**

**NAME**

The name of the corporation is Avow Care Services, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is as follows:

Avow Care Services, Inc.  
1205 Whippoorwill Lane  
Naples, Florida 34105

**ARTICLE III PURPOSES**

**AND POWERS**

**Section 3.1** The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The specific charitable purposes of the Corporation shall be the promotion of health in Southwest Florida through the provision of medical services to the sick, injured or disabled and through lessening the distress, pain, and physical difficulties experienced by persons in all disease stages, including through the provision of palliative care and pain management services. The Corporation shall be authorized to raise funds from the community at large and other sources to offset in part the costs of care of those without insurance or with insufficient insurance and all such funds shall be used in accord with the Corporation's purposes. The Corporation shall be empowered to carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the

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foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section § 501(c)(3) of the Code, or as an organization contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

**Section 3.2** Without limiting the generality of the foregoing, the Corporation shall be operated consistent with the following:

(a) The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization, and to make such lawful payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), 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 in violation of any provisions applicable to the corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3.3** In order to carry out its purposes, the Corporation shall have all the powers set out in the Florida Not For Profit Corporation Act, as now in effect or as subsequently amended (the "Act"), except as may be limited by these Articles of Incorporation and Bylaws of the Corporation.

#### ARTICLE IV

##### MEMBERSHIP

Avow, Inc., a Florida not for profit corporation ("Member"), is the sole member of the Corporation. As such, Member shall have and exercise certain rights and reserved

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powers related to the Corporation as are specifically set forth in the Corporation's Bylaws, these Articles of Incorporation and under applicable Florida law. Action by the Corporation shall not be taken until Member shall have exercised its rights and reserved powers to the extent required under the Corporation's Bylaws, as amended from time to time.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

## **ARTICLE VI**

### **OFFICERS**

The business and affairs of the Corporation shall be managed by a President, Secretary and Treasurer and such other officers as may from time to time be appointed from time to time in accordance with the Corporation's Bylaws.

## **ARTICLE VII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 1205 Whippoorwill Lane, Naples, FL 34105. The name of the registered agent at that office is Karen A. Rollins.

## **ARTICLE VIII**

### **DISSOLUTION AND DISTRIBUTION OF ASSETS**

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation and after the payment and discharge of all liabilities and obligations and compliance with all other legal requirements, the net assets of the Corporation shall be distributed, pursuant to a plan of distribution of assets approved by the Member and Board of Directors to one or more corporations, trusts, funds, or other organizations which at the time are organizations described in Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code) and have purposes closely aligned with those of the Corporation. 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. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

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ARTICLE IX

AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation shall be amended only by action taken by the Member in accordance with the Bylaws of the Corporation.

The Member and Board of Directors of the Corporation adopted these Articles of Incorporation and the number of votes cast in favor of these amendments was sufficient for approval. The date of adoption by the Member and Board of Directors was July 28, 2015.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 28 day of July, 2015.

Avow Cafe Services, Inc.

By: 

Name: Charles F. Hoffman, Jr.

Title: Chairperson

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