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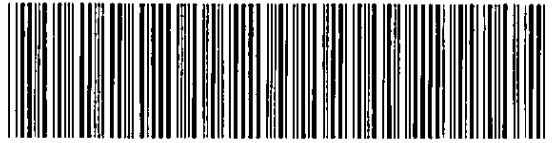
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CAPITAL CONNECTION, INC.

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SUNCOAST PACE, INC

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Signature

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST PACE, INC.**

A Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Incorporation of SUNCOAST PACE, INC., a corporation under the Florida Not For Profit Corporation Act (the "Act"), does hereby execute the following Articles of Incorporation, and certifies as follows.

**ARTICLE I
NAME**

The name of the corporation is: SUNCOAST PACE, INC., a Florida not for profit corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE; REGISTERED AGENT**

The principal place of business of the Corporation is 5771 Roosevelt Boulevard, Suite 610, Clearwater, Florida 33760, and the mailing address of the Corporation is 6310 Capital Drive, Suite 110, Lakewood Ranch, Florida 34202. The registered agent is Christy Hendricks, and the registered agent address is 6310 Capital Drive, Suite 110, Lakewood Ranch, Florida 34202.

**ARTICLE III
PURPOSES**

3.1 The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, but not limited to, the following purposes:

3.1.1 to provide medical and non-medical services to those elderly and handicapped persons who are in need of assistance through the operating of a Program of All-Inclusive Care for the Elderly, as defined in Florida Statutes Section 430.707 and Public Law 105-33, in Florida (the "PACE Program");

3.1.2 to advance the accessibility and quality of the services provided by the PACE Program;

3.1.3 to improve the health of the elderly population in Florida through the PACE Program; and

3.1.4 to further the purpose of its Sole Member (defined hereinafter in Article VII), an entity qualified under Section 501(c)(3) of the Code.

3.2 No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3.3 The Corporation shall not participate, directly or indirectly, 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, nor shall it engage in any other activity that would cause it to lose its tax exempt status. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

3.4 Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, 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.

3.5 Upon the dissolution of the Corporation, the board of directors of the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in the following order of priority: (i) by transferring such assets to the Sole Member to support the mission and programs of Sole Member and the other tax-exempt affiliates of Sole Member, or (ii) if Sole Member is no longer a validly existing tax-exempt organization qualified under Section 501(c)(3) of the Code, by transferring such assets to any tax-exempt organization that is the legal successor to Sole Member with a similar purpose or mission, or (iii) if a legal successor of Sole Member does not exist or if such successor is no longer a validly existing tax-exempt organization, by transferring such assets to Empath-Stratum, Inc., a Florida not for profit corporation ("Empath-Stratum"), or (iv) if Empath-Stratum is no longer a validly existing, tax-exempt organization, by transferring such assets to any tax-exempt organization that is the legal successor to Empath-Stratum, or (v) if there is no such tax-exempt corporation of similar purpose or mission and if none of the tax-exempt affiliates of Empath-Stratum are validly existing tax-exempt organizations, by transferring such assets to one or more tax-exempt organizations with a similar purpose or mission as the purposes for which the Corporation was organized or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

ARTICLE IV BYLAWS

The board of directors of the Corporation, with the approval of the Sole Member, may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the board of directors may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

**ARTICLE V
ELECTION OF DIRECTORS**

The manner in which the members of the board of directors of the Corporation are elected or appointed shall be as provided in the Bylaws.

**ARTICLE VI
ELECTION OF OFFICERS**

The manner in which the officers of the Corporation are elected or appointed shall be as provided in the Bylaws.

**ARTICLE VII
MEMBERSHIP**

The Corporation shall have one (1) member, Empath Health, Inc., a Florida not for profit corporation (the "Sole Member").

**ARTICLE VIII
INDEMNIFICATION**

8.1 The Corporation shall indemnify to the fullest extent authorized or permitted by the Act and the Florida Business Corporation Act, as each may be amended and supplemented from time to time, and may advance related expenses to, any person made or threatened to be made a party to any action, suit or proceeding (whether civil or criminal) by reason of the fact that he or she (a) is or was a director, officer or committee member of the Corporation; or (b) is or was serving at the request of the Corporation as a director, officer, manager or committee member of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. The indemnification provided for in this Section 8.1 shall not be deemed exclusive of any other rights to which such indemnified directors, officers, managers and committee members may be entitled, under any bylaw, agreement, vote of disinterested directors or otherwise, as to action in their official capacities and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

8.2 Unless otherwise expressly prohibited by the Act, and except as otherwise provided in Section 8.1 of these Articles of Incorporation, the board of directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding (whether civil or criminal) by reason of the fact that he or she is or was a non-officer employee or agent of the Corporation, or is or was serving at the request of the Corporation as a non-officer employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. For the avoidance of doubt, indemnification pursuant to the immediately foregoing sentence shall be at the sole and exclusive discretion of the board of directors of the Corporation, and no person falling within the purview of the immediately foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE IX
AMENDMENT**

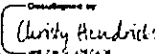
These Articles of Incorporation may be amended or amended and restated only by a vote of two-thirds of the members of the board of directors of the Corporation, with the approval of the Sole Member, at a meeting at which a quorum of the members of the board of directors of the Corporation is present. Any amendments, alterations, changes, additions or deletions from these Articles of Incorporation shall be consistent with the laws of the State of Florida and in compliance with section 501(c)(3) of the Code, or corresponding section of any future federal tax code, which limits, defines or regulates the powers of the Corporation or the directors of the Corporation.

**ARTICLE X
ACCEPTANCE OF REGISTERED AGENT**

I, the undersigned, Christy Hendricks, having been named as registered agent to accept services of process for the Corporation at the place designated in this certificate, accept the appointment as registered agent and agree to act in this capacity, including all of the duties and obligations imposed by Florida Statutes, relative to the proper and complete performance of such duties.

Dated September 16, 2024.

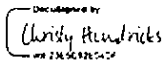
Christy Hendricks

By:  _____

* * *

The foregoing Amended and Restated Articles of Incorporation were recommended to and approved by the board of directors of the Corporation pursuant to resolutions adopted by written consent of the board of directors of the Corporation on September 7, 2024.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation of SUNCOAST PACE, INC., to be executed by its duly authorized officer effective as of September 16, 2024.

By: 
Name: Christy Hendricks
Title: Authorized Representative

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