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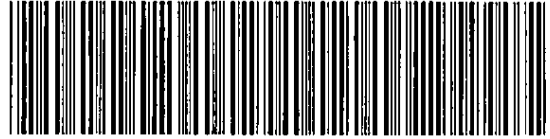
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Name:	The Hospice of St. Francis Foundation, Inc.
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**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
THE HOSPICE OF ST. FRANCIS FOUNDATION, INC.**

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SECRETARY OF STATE
AND CLERK OF COURTS

Pursuant to the provisions of Section 617.1007, *Florida Statutes*, The Hospice of St. Francis Foundation, Inc., a Florida not for profit corporation (the "Foundation"), hereby submits these Articles of Restatement to its Articles of Incorporation.

**ARTICLE I
Restated Articles of Incorporation**

The Restated Articles of Incorporation of the Foundation are attached to these Articles of Restatement as Exhibit A.

**ARTICLE II
Certificate**

The Restated Articles of Incorporation were approved by the unanimous written consent of the Board of Directors of the Foundation in accordance with the existing Articles of Incorporation of the Foundation and the requirements of Chapter 617, *Florida Statutes*. The Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Foundation.

IN WITNESS WHEREOF, the Foundation adopts these Articles of Restatement on the 1st day of October, 2024.

THE HOSPICE OF ST. FRANCIS
FOUNDATION, INC.

By: _____

Name: Joseph Killian

Title: President/CEO

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

[see attached]

**RESTATED ARTICLES OF INCORPORATION
OF
THE HOSPICE OF ST. FRANCIS FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

The Hospice of St. Francis Foundation, Inc. (the "Foundation") hereby submits these Restated Articles of Incorporation to the Florida Secretary of State.

**ARTICLE I
NAME; PRINCIPAL OFFICE**

The name of the Foundation is "The Hospice of St. Francis Foundation, Inc." The principal office of the Foundation is located at 1250-B Grumman Place, Titusville, Florida 32780.

**ARTICLE II
PURPOSES**

A. The purposes for which the Foundation is organized are exclusively charitable, scientific and educational within the meaning of 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, including the support of the programs, services, activities, interests and organizations of Hospice of St. Francis, Inc., a Florida not for profit corporation, which is organized and operated to provide comprehensive hospice care services (the "Hospice"). The Foundation shall develop, establish and continue activities and programs which will enable and assist the Hospice to accomplish its services, educational research and scientific goals and objectives.

B. The Foundation and the Hospice are members of a group of affiliated corporations. The parent corporation is Health and Palliative Services of the Treasure Coast, Inc., a Florida not for profit corporation, which is the sole member of: (1) The Hospice of Martin & St. Lucie, Inc. (d/b/a Treasure Coast Hospice, Martin), a Florida not for profit corporation, (2) Hospice of the Treasure Coast, Inc. (d/b/a Treasure Coast Hospice, St. Lucie), a Florida not for profit corporation, (3) Treasure Coast Hospice Counseling Services, LLC, a Florida limited liability company, and (4) the Hospice (and the Hospice's wholly-owned subsidiary—St. Francis Pathways to Health Care, LLC, Florida limited liability company, all of which are organized and operated to provide comprehensive hospice and palliative care services; (5) Treasure Coast Palliative Care, LLC, a Florida limited liability company, which provides symptom management control for community residents suffering from chronic illness; (6) The Hospice Foundation of Martin & St. Lucie, Inc. (d/b/a Treasure Coast Hospice Foundation), a Florida not for profit corporation, and (7) the Foundation. The Foundation will support, coordinate, cooperate and contract with such affiliated corporations in order to foster an efficient, effective and integrated health care delivery system.

C. No dividends shall be paid, and no part of the income of the Foundation shall be distributed or inure to the benefit of any member, director, officer or private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraphs A and B of this Article II. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

D. The Foundation shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida; provided, however, that the Foundation is not empowered, except to an insubstantial degree, to engage in any activity that in itself is not in furtherance of its purposes as set forth in Paragraphs A and B of this Article II.

E. Other provisions of these Restated Articles of Incorporation notwithstanding, the Foundation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under 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; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE III **TERM**

The Foundation shall have a perpetual existence.

ARTICLE IV **MEMBERSHIP**

The sole member of the Foundation shall be Health and Palliative Services of the Treasure Coast, Inc., a Florida not for profit corporation. Membership in the Foundation is transferable or assignable as determined by the Member.

ARTICLE V **ELECTION OF TRUSTEES**

The affairs of the Foundation shall be managed by the Board of Trustees, which shall consist of no less than nine (9), and no more than eighteen (18), plus Emeriti members. All Trustees shall be appointed by the sole member of the Foundation as more fully described in the Bylaws of the Foundation. The sole member of the Foundation shall have the right to remove any Trustees at any time with or without cause.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The registered office of the Foundation shall be at 3461 SE Willoughby Blvd., Stuart, FL 34994. The registered agent at such address shall be Fox McCluskey Bush Robison, PLLC.

ARTICLE VII **BYLAWS**

The Board of Trustees of the Foundation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

ARTICLE VIII **AMENDMENT OF ARTICLES**

These Restated Articles of Incorporation may be amended at any time and from time to time by the board of directors of the sole member.

ARTICLE IX
DISSOLUTION

Should the Foundation be dissolved, after payment or making provision for the payment of all of the liabilities of the Foundation, all of the assets of the Foundation shall be distributed to the sole member of the Foundation. In the event the sole member of the Foundation is not then in existence, or does not at such time qualify as an exempt organization under 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, or is otherwise unable for any reason to accept title to such assets, then all of the assets of the Foundation shall be distributed in such manner, and to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law or to the federal government, or to a state or local government, for a public purpose, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the proper Court of the County in which the principal office is then located, in such manner and to such exempt organization or organizations or government, as said Court shall determine.

* * *

IN WITNESS WHEREOF, the Foundation adopts these Restated Articles of Incorporation on the 1st day of October, 2024.

THE HOSPICE OF ST. FRANCIS
FOUNDATION, INC.

By: 
Name: Joseph Killian
Title: President/CEO