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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15/16

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KENNETH D. CHAPMAN, SR.



BOWMAN, GEORGE,
SCHEB, KIMBROUGH,
KOACH & CHAPMAN, P.A.

ATTORNEYS AT LAW
Established 1912

JOHN F. BURKET
1875-1947
JOHN F. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
JAMES J. DRYMON
1926-2000

Retired

I.W. WHITESELL, JR.
DAVID G. BOWMAN, SR.


August 29, 2016

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Please see enclosed Amended Articles of Incorporation of Pines Home Health Services, Inc., as well as our firm check # 32669 in the amount of \$35.00. Please file the original, and return it to us in the enclosed envelope. Please let me know if you have any questions.

Sincerely yours,


Tina Mroczkowski, Esq.

Amended Articles of Incorporation
of
Pines Home Health Services, Inc.
A Florida Not For Profit Corporation.

The Board of Directors of the Corporation hereby adopts the following as its fully amended and restated Articles of Incorporation (its "Amended Articles of Incorporation") under the laws of the State of Florida as follows:

ARTICLE I

The name of this Corporation is **Pines Home Health Services, Inc.**

ARTICLE II

The effective date of these Amended Articles of Incorporation shall be as of the date of filing and the corporation shall have perpetual existence thereafter.

ARTICLE III

The purpose of this not for profit Corporation shall be to operate exclusively for such charitable purposes as will qualify it as an exempt organization under 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 which qualify as tax exempt organizations under that code. Such charitable purpose to include to providing home health services consisting of medical, nursing, therapeutic care; personal care to patients recovering from care in hospital or nursing homes and patients who are disabled, frail, elderly, or chronically or terminally ill.

ARTICLE IV

The corporation shall have power to:

- (1) Have succession by its corporate name for the period set forth in Article II above.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

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CLERK OF STATE

(3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

(4) Elect or appoint such officers and agents as its affairs shall require.

(5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

(6) Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.

(7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

(9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

The name and street address of the Registered Agent is:

Kraig H. Koach, Esq.,
2750 Ringling Blvd., Suite 3
Sarasota, FL 34237

ARTICLE VI

The corporation shall have a board of directors consisting at least three or more individuals.

(1) The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.

(2) Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

(3) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

ARTICLE VII

The name and street address of the Incorporator is:

Kraig H. Koach, Esq.,
2750 Ringling Blvd., Suite 3
Sarasota, FL 34237

ARTICLE VIII

The names and street addresses of the Board of Directors are as follows:

John W. Overton
1871 Cottonwood Trail
Sarasota, FL 34232

G. Paul Groen, MD
700 John Ringling Blvd., Unit 2110
Sarasota, FL 34236

John Pilkington
9718 Oak Run Drive
Bradenton, FL 34211

ARTICLE IX

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

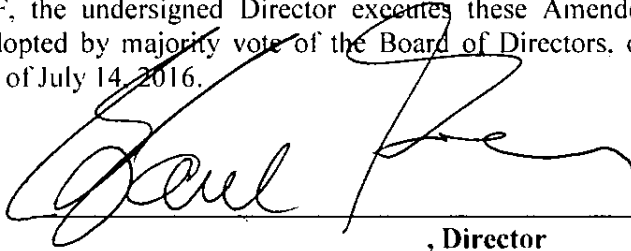
ARTICLE X

These Articles of Incorporation may be amended, modified, supplemented, or repealed by an affirmative vote of the majority of the total number of Directors at any regular meeting or special meeting of the Board. All amendments must remain in compliance with the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of this corporation, the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Director executes these Amended Articles of Incorporation, duly adopted by majority vote of the Board of Directors, on behalf of the Board of Directors as of July 14, 2016.

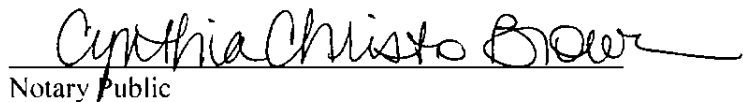


_____, Director
PINES HOME HEALTH SERVICES, INC.

G PAUL GROEN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9th day of August, 2016, by G. Paul Groen, who is personally known to me or who produced Florida Driver's Licenses as identification, and who did take an oath.


Notary Public

