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N17456

PLEASE REPLY TO:
POST OFFICE BOX 64-3686
VERO BEACH, FLORIDA 32964-3686
772-231-4343
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*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

August 6, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****87.50 *****43.75

Re: Visiting Nurse Association of the Treasure Coast, Inc.
Visiting Nurse Association & Hospice Foundation, Inc.

Dear Sir or Madam:


Enclosed please find the following documents:

1. Original Amendment to Articles of Incorporation of Visiting Nurse Association of the Treasure Coast, Inc.
2. Original Amendment to Articles of Incorporation of Visiting Nurse Association & Hospice Foundation, Inc.
3. My law firm's check in the amount of \$87.50, which represents filing fee @ \$35.00 per Amendment and certified copy fee @ \$8.75 per Amendment.

Please file the above referenced Amendments and return a certified copy of each one to William W. Caldwell, Esq., Post Office Box 643686, Vero Beach, Florida 32964-3686.

If you have any questions or need additional information please call the undersigned or my assistant, Marlla Reuter, at 772-231-4343. Thank you.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

/mjr
Enclosures

cc/encs: Sharon K. Broome, President & CEO

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02 AUG 23 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Out copy
8-23-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

COLLINS, BROWN, CALDWELL, ET.AL.
% WILLIAM CALDWELL
P.O. BOX 64-3686
VERO BEACH, FL 32964-3686

SUBJECT: VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC.
Ref. Number: N17456

We have received your document for VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 702A00048378

AMENDMENT TO ARTICLES OF INCORPORATION
OF
VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, **VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC.**, a Florida corporation not for profit, adopts the following Amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on October 21, 1986; amended by an Amendment to Articles of Incorporation filed and approved on April 27, 1995; and amended by an Amendment to Articles of Incorporation filed and approved on November 8, 1996. Said Articles are hereby further amended as follows:

1. Section 8.1 of ARTICLE VIII shall be amended to read:

“8.1 NUMBER. The affairs of the Corporation are to be managed by a Board of Directors consisting of at least eleven (11), but not more than thirty (30) Directors, as shall from time to time be fixed by, or in the manner provided in the Bylaws.”

2. ARTICLE X shall be amended to read:

“ARTICLE X
AMENDMENT OF BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.”

3. ARTICLE XI shall be amended to read:

“ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, repeal or adopt the Articles of Incorporation of this Corporation shall be vested in the Board of Directors of the Corporation.”

4. The foregoing Amendment to the Articles of Incorporation of Visiting Nurse Association & Hospice Foundation, Inc. was approved by _____ Members and adopted by the Board of Directors of the corporation on the 12th day of November, 2001.

5. The amendment set forth in paragraph 1 above shall become effective upon the filing of this Amendment to Articles of Incorporation with the Secretary of State, State of Florida; and the amendments set forth in paragraphs 2 and 3 above shall become effective on July 31, 2002.

IN WITNESS WHEREOF, VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC., has caused this Amendment to Articles of Incorporation to be signed in its

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name, by its duly authorized officer, and its corporate seal to be affixed this 31st day of July, 2002.

VISITING NURSE ASSOCIATION & HOSPICE
FOUNDATION, INC., a Florida corporation not for
profit

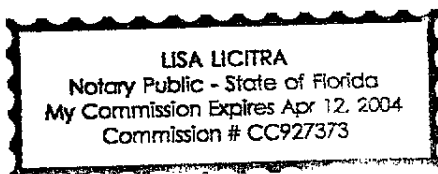
By: Sharon K. Broome
Sharon K. Broome, President

Attest: Ann Marie McCrystal
Ann Marie McCrystal, CHAIRMAN
(Corporate Seal)

**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

Ann Marie McCrystal I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared SHARON K. BROOME and ~~DEE CREAL~~, to me known and known to me to be the President and Secretary, respectively, of VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC., and they acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the corporation; that as such each is duly authorized by the corporation to do so; that the foregoing Amendment is the act and deed of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of July, 2002.



Lisa Licitra
Notary Public, State of Florida at Large.
My Commission Expires:
Apr. 12, 2004

The undersigned corporation consents, approves and ratifies the foregoing Amendment to Articles of Incorporation.

INDIAN RIVER HEALTH SERVICES
CORPORATION, a Florida corporation

By: Jeffery L. Susi
Jeffery L. Susi, President

Dated: July 31, 2002