

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000104476 3)))



H080001044763ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : STEWART & EVANS, P.A.
Account Number : I199900001118
Phone : (772) 231-3500
Fax Number : (772) 231-9876

FILED
2008 APR 22 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN**VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED

2008 APR 22 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

4/17/08

(((H08000104476 3)))

002
FILED

2008 APR 22 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A FLORIDA NON-PROFIT CORPORATION

The undersigned hereby certifies that these Articles of Amendment have been executed for the purpose of amending the Articles of Incorporation of Visiting Nurse Association & Hospice Foundation, Inc. (the "Corporation") and in compliance with Section 617.1006 of the Florida Statutes. The original Articles of Incorporation were filed on October 21, 1986, and assigned Document No. N17456. The Articles were amended by two subsequent Amendment to Articles filed on April 27, 1995 and November 8, 1996 respectively.

FIRST: ARTICLE III shall be amended to read:

"ARTICLE III

3.1 STATEMENT OF PURPOSES. The purpose of the Corporation shall be:

3.1-1 To operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of the Visiting Nurse Association of Indian River County, Inc., a Florida not for profit corporation, which is qualified as a federally tax exempted public charity by virtue of Section 501(c) (3) and Section 509(a) (2) of the Internal Revenue Code of 1954, as amended, and, in the discretion of the Corporation's Board of Directors, to support, benefit, or carry out the purposes of other not for profit entities organized for charitable, scientific, and/or educational purposes; provided that: (i) each such entity is an organization described in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, its Regulations or the corresponding provision of any applicable future United States Internal Revenue Law or Regulations (hereafter collectively referred to as the "Code") and in Section 509(a) (1) or (2) of the Code; (ii) that the Corporation shall be operated, supervised, or controlled by one or more of such supported organizations within the meaning of Section 509(a) (3) of the Code; and (iii) that such entity be a member of the Visiting

(((H08000104476 3)))

(((H08000104476 3)))

Nurse Association of Indian River County, Inc.'s controlled group of corporations as defined in Section 1563 of the Code (hereinafter referred to as "Supported System Members");

3.1-2 To itself operate exclusively for charitable, scientific, and/or educational purposes, and in furtherance of the charitable, scientific, and/or educational purposes, causes and objects now or at any time hereafter fostered by the Visiting Nurse Association of Indian River, Inc. and other Supported System Members;

3.1-3 To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey, and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

3.1-4 To do and perform any and all acts or services that maybe incidental or necessary to carry out the above purposes; and

3.1-5 To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the restrictions set forth in the Articles of Incorporation and the Bylaws".

SECOND: Section 6.2 of ARTICLE VI shall be amended to read:

"6.2 **ADMISSION.** The Voting Members shall be admitted to membership as provided in the Bylaws of the Corporation. The Non-Voting Members shall be admitted at any regular meeting upon the approval of a majority of the Board of Directors."

THIRD 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 fifteen (15), but not more than twenty-nine (29) directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws".

FOURTH: Section 8.4 of ARTICLE VIII shall be amended to read:

"8.4 **ELECTION AND TERM OF OFFICE.** The Directors of the Corporation shall be elected by the Voting Members of the Corporation as provided in the Corporation's Bylaws; however, a Director shall not take office until approved by the Visiting Nurse Association of Indian River County, Inc. If the Visiting Nurse Association of Indian River County, Inc. does not approve a Director submitted for approval by the Voting

(((H08000104476 3)))

--- (((H08000104476 3)))

Members of the Corporation, then the Voting Members shall elect substitutes until such time as the Visiting Nurse Association of Indian River County, Inc. approves such Director. Except for the President, Members of the Board shall be divided into three (3) classes, Class A, B, and C, each class having an equal number of Directors, or as close thereto as possible, with each Director having one (1) vote. The terms of the Directors in each class shall be for three (3) years. To this end, initial members of the Board may be designated to serve for less than three (3) years."

FIFTH: Section 8.5 of ARTICLE VIII shall be deleted in its entirety.

SIXTH: 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, subject to approval by a majority of the board of Directors of the Visiting Nurse Association of Indian River, Inc."

SEVENTH: Article XI shall be amended to read:

"ARTICLE XI

AMEND 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, subject to approval by the Visiting Nurse Association of Indian River, Inc."

EIGHT: The Members of the Corporation are not entitled to vote on this Amendment. On April 14, 2008, the Board of Directors of the Corporation approved this Amendment of the Articles of Incorporation of the Corporation in a number sufficient for approval according to the bylaws thereof.

--- (((H08000104476 3)))

(((H08000104476 3)))

NINTH: The amendments set forth in this Articles of Amendment shall become effective upon the filing hereof with the Secretary of State, State of Florida.

DATED this 17th day of April, 2008.

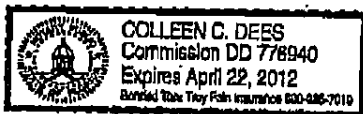
VISITING NURSE ASSOCIATION & HOSPICE
FOUNDATION, INC.

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

Attest: Lala Maresi
Lala Maresi, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

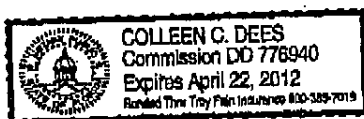
Signed, sworn to and acknowledged before me by SHARON K. BROOME, as President of the Corporation, who is personally known to me or provided a valid driver's license # _____ as identification, this 17th day of Apr, 2008.



Colleen C. Dees
Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Signed, sworn to and acknowledged before me by LALA MARESI, as Secretary of the Corporation, who is personally known to me or provided a valid driver's license # _____ as identification, this 17th day of Apr, 2008.



Colleen C. Dees
Notary Public, State of Florida
My commission expires:

(((H08000104476 3)))