

N17456

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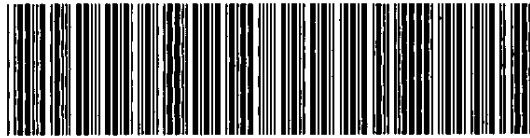
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Amended
Restated
@ 5/27/10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2010

KIPPY GREENE, PARALEGAL
STEWART, EVANS, STEWART & EMMONS, P.A.
3355 OCEAN DRIVE
VERO BEACH, FL 32963

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 \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 910A00012423

**2010 AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VISITING NURSE ASSOCIATION & HOSPICE
FOUNDATION, INC.
(a Corporation Not For Profit)**

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the provisions of Chapter 617 of the Florida Statutes and the existing Articles of Incorporation supersede the existing Articles of Incorporation filed with the Secretary of State on October 21, 1986. Be it resolved that the Articles of Incorporation of Visiting Nurse Association & Hospice Foundation, Inc., are hereby amended to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is: VISITING NURSE ASSOCIATION & HOSPICE FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The Corporation shall have and continuously maintain in Vero Beach, Florida, its principal place of business at 1110 35th Lane, Vero Beach, Florida 32960. The mailing address of the Corporation shall be 1110 35th Lane, Vero Beach, Florida 32960. The name and Florida street address of the initial registered agent shall be Rebecca F. Emmons, Esq., 3355 Ocean Drive, Vero Beach, Florida 32963.

**ARTICLE III
PURPOSES OF CORPORATION**

3.1 PURPOSES.

The purposes of the Corporation shall be:

3.1-1. To operate exclusively for the benefit and advancement of and to carry out the purposes of Visiting Nurse Association of the Treasure Coast, Inc., Visiting Nurse Association of Indian River County, Inc., VNA Hospice of Indian River County, Inc., VNA Health Services, Inc., VNA Space Coast, Inc. and VNA Private Services, Inc., all of which are organizations described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code")(collectively "the Affiliate Organizations");

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30 MAY 27 PM 12:30

3.1-2. To operate exclusively for charitable, scientific, and/or educational purpose, and in furtherance of such charitable, scientific, and/or educational purposes, causes and objects now or at any time hereafter fostered by the Affiliate Organizations;

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 may be 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 limitations set forth in Section 3.2 of this Article III.

3.2 LIMITATIONS.

The Corporation is organized as a not for profit corporation and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, including without limitation the payment of compensation to the Corporation's chief executive officer, who may also serve as a Director of the Corporation. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code and its Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with

all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI MEMBERSHIP

The Corporation shall be organized as a non-stock, membership corporation.

6.1 QUALIFICATIONS.

The Corporation shall have one Member who shall be the Visiting Nurse Association of the Treasure Coast, Inc. ("Sole Member").

6.2 ADMISSION.

The Sole Member shall be automatically admitted to Membership upon the filing of these Articles of Incorporation.

ARTICLE VII DIRECTORS

7.1 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 thirty-one (31) Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

7.2 POWERS.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

7.3 ELECTION AND TERMS OF DIRECTORS.

The Directors of the Corporation shall be elected by the Sole Member at its Annual Meeting. The Board of Directors shall be divided into three classes: A, B, and C. Unless indicated otherwise in these Articles or in the Bylaws of the Corporation, Class A Directors shall serve until their successors are duly elected at the first Annual Meeting of the Sole Member following the effective date of this restatement as set forth in Article XII (the "Effective Date"); Class B Directors shall serve until their successors are duly elected at the second Annual Meeting of the Sole Member following the Effective Date; Class C Directors shall serve until their successors are duly elected at the third Annual Meeting of the Sole Member following the Effective Date. Each class shall have an equal number of Directors or as close thereto as possible, with each Director having one vote. The terms of the Directors in each class shall be for three (3) years or until their successor has been duly elected and qualified.

ARTICLE VIII OFFICERS

8.1 NUMBER.

There shall be four (4) Officers of the Corporation. They are: Chairman, Vice Chairman, Secretary, and Treasurer. An individual may hold more than one office; provided, however, that the Chairman of the Corporation may not concurrently hold the office of Secretary.

8.2 ELECTION AND TERM OF OFFICE.

Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors or until their successors have been duly elected and qualified.

8.3 ADDITIONAL OFFICERS.

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional officers including, without limitation, one or more Vice Chairmen, Assistant Secretaries and/or Assistant Treasurers.

8.4 POWERS AND DUTIES.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

8.5 OFFICERS.

The names and addresses of the current Officers are:

Chairman	Carol Kanarek 1241 Poitras Drive Vero Beach, Florida 32963
Vice Chairman	John Campione Campione & Campione 31 Royal Palm Point Vero Beach, Florida 32960
Treasurer	Don Keller 480 Indian Harbor Road Vero Beach, Florida 32963
Secretary	Lala Maresi 185 Springline Drive Vero Beach, Florida 32963

ARTICLE IX AMENDMENT

The power to make, alter, amend, repeal or adopt the Articles of Incorporation or Bylaws of this Corporation shall be proposed by the Board of Directors of this Corporation and require the approval of a majority of the Members of the Sole Member.

ARTICLE X DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to the Sole Member, if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Code, or if not still in existence and qualifying as tax exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which are, at the time qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purpose.

ARTICLE XI MISCELLANEOUS

No Officer or Director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

The Corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by the Corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an Officer or Director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the Corporation and the indemnified Officers and Directors. No amendment or repeal of this provision that adversely affects the right of an indemnified Officer or Director shall apply to such Officer or Director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ADOPTION OF AMENDMENT

The amendments were adopted by the members on April 29, 2010 and the number of votes cast for the amendments were sufficient for approval.

ARTICLE XII
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of the 29th day of April 2010.

IN WITNESS WHEREOF, the undersigned have signed these Amended and Restated Articles this 29th day of April, 2010.

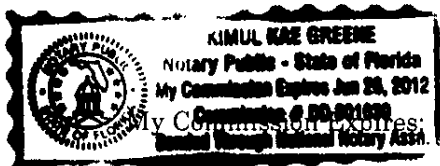
Carol Kanarek
Carol Kanarek, Chairman

Lala Maresi
Lala Maresi, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, personally appeared Carol Kanarek, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of April, 2010.

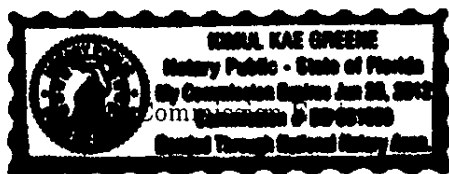


Kimul Kae Greene
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, personally appeared Lala Maresi, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

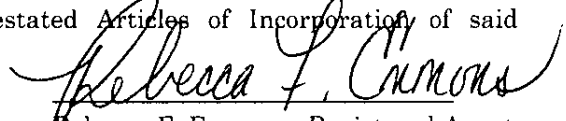
WITNESS my hand and official seal, this 29th day of April, 2010.



Kimul Kae Greene
Notary Public, State of Florida

ACCEPTANCE

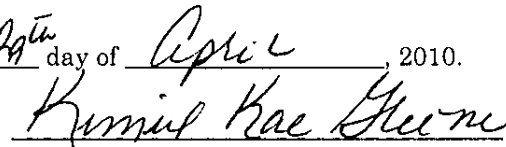
I hereby agree to act as Registered Agent for Visiting Nurse Association & Hospice Foundation, Inc., as stated in the Amended and Restated Articles of Incorporation of said Corporation.


Rebecca F. Emmons, Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

SWORN TO AND SUBSCRIBED before this 29th day of April, 2010.




Notary Public, State of Florida



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2010

KIPPY GREENE, PARALEGAL
STEWART, EVANS, STEWART & EMMONS, P.A.
3355 OCEAN DRIVE
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