

# N190000002862

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

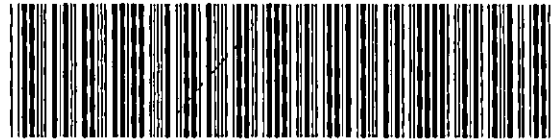
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

SCHROEDER

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017  
Date: 3-8-2019  
Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302  
Telephone: (850) 513-3619 - direct  
(850) 224-1585  
Contact Name: Kim Pullen, CP, FRP

887.50

Corporation Name: ALIVIA CARE, INC.  
Email Address: KMURPHY@CARLTONFIELDS.COM / K.PULLEN@CARLTONF.COM  
Entity Number: T18000000224  
Authorization: J. Pullen

☒ Certified Copy

☒ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

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Client: 03339 Matter: 58762

Name: B. O'NEAL Office: TPA



SUSAN PONDER-STANSEL  
President & Chief Executive Officer

March 11, 2019

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Via Hand Delivery

Re: ALIVIA CARE, INC.; Reference Number W19000023157

To Whom It May Concern:

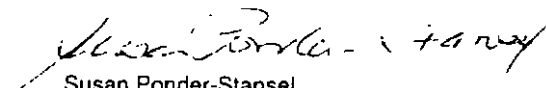
This correspondence is in response to Letter Number 719A00004822 (the "Letter"), which states the filing of the Articles of Incorporation for Alivia Care, Inc. is rejected because "[t]he name designated in [the Articles of Incorporation] is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity."

The Letter states the document number of the name conflict is T18000000294. However, T18000000294 is not the name of an existing entity. Rather, T18000000294 is a trademark. Furthermore, the trademark at issue is owned by Community Hospice of Northeast Florida, Inc., the same entity seeking to file the Articles of Incorporation of Alivia Care, Inc. Given that the same entity that owns the trademark "Alivia Care" is now seeking to file Articles of Incorporation for Alivia Care, Inc., there is no conflict.

Please consider this correspondence the formal authorization of Community Hospice of Northeast Florida, Inc., owner of the trademark "Alivia Care" (Document Number T18000000294), to proceed with the filing of the Articles of Incorporation of Alivia Care, Inc.

If you have any questions concerning this matter or require any additional information, please call (813)229-4145.

Sincerely,

  
Susan Ponder-Stansel  
Community Hospice of Northeast Florida, Inc.  
Chief Executive Officer

## COVER LETTER

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

SUBJECT: ALIVIA CARE, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: KRISTEN A. MURPHY  
\_\_\_\_\_  
Name (Printed or typed)

4221 W. BOY SCOUT BLVD., SUITE 1000  
\_\_\_\_\_  
Address

TAMPA, FL 33607-5780  
\_\_\_\_\_  
City, State & Zip

813-229-4145  
\_\_\_\_\_  
Daytime Telephone number

KMURPHY@CARLTONFIELDS.COM

E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
ALIVIA CARE, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
Name**

The name of the Corporation is Alivia Care, Inc. (the "Corporation").

**ARTICLE II  
Member**

The Corporation shall have one member: Community Hospice of Northeast Florida, Inc., which is an organization described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 (the "Code"). The member shall have such powers as are delineated in the Corporation's bylaws.

**ARTICLE III  
Perpetual Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV  
Principal Office**

The street address of the principal office of the Corporation is 4266 Sunbeam Road, Jacksonville, Florida 32257.

**ARTICLE V  
Purposes**

The Corporation is organized and shall be operated at all times hereafter exclusively for charitable, religious, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code, and shall relate to the promotion of health and/or wellness, and may include the provision of hospice services, palliative care and home health services. All services will be provided without regard to race, creed, color, sex, religious belief, or national origin of the patients.

**ARTICLE VI  
Limitation on Corporate Powers**

The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized. Furthermore, the Corporation's powers shall be further limited as follows:

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1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including the directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
3. The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States federal income tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States federal income tax law.

#### **ARTICLE VII** **Initial Board of Directors**

The number of Directors constituting the initial Board of Directors is three (3), and the method of election of Directors shall be set forth in the bylaws of the Corporation. The names and addresses, including street and number and zip code, of the persons who are to serve as the initial Directors until the first regular meeting of the Board of Directors, or until their successors are appointed and qualified, are as follows:

1. Fernando Acosta-Rua, 4266 Sunbeam Road, Jacksonville, FL 32257
2. Susan Ponder-Stansel, 4266 Sunbeam Road, Jacksonville, FL 32257
3. Phillip Ward, 4266 Sunbeam Road, Jacksonville, FL 32257

#### **ARTICLE VIII** **Initial Registered Office and Registered Agent**

The initial registered office of the Corporation is located at 4266 Sunbeam Road, Jacksonville, Florida 32257, and the initial registered agent at such office is Susan Ponder-Stansel, whose acceptance of appointment as registered agent for the Corporation is set forth below.

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**TALLAHASSEE, FLORIDA**

**ARTICLE IX**  
**Distribution Upon Dissolution or Liquidation**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the corporation to Community Hospice of Northeast Florida, Inc. if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. If the member is then not so exempt, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to the member, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Duval County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, educational, and scientific purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code. No director, officer, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

**ARTICLE X**  
**Amendments**

All amendments to these Articles of Incorporation and the Corporation's bylaws must be approved by the sole member.

**ARTICLE XI**  
**Incorporator**

The name of the incorporator of the Corporation is Susan Ponder-Stansel, whose street address is 4266 Sunbeam Road, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, the undersigned person has executed these Articles of Incorporation as of 7<sup>th</sup> of March, 2019.

Susan Ponder-Stansel  
Susan Ponder-Stansel, Incorporator

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### CONSENT OF INITIAL REGISTERED AGENT

Having been named as registered agent and to accept service of process for Alivia Care, Inc. at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of her position as registered agent.

*Susan Ponder Stansel*  
SUSAN PONDER-STANSEL

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