

N19168

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January 9, 1998

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

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RE: Visiting Nurse Foundation of Palm Beach County, Inc.  
Charter No. N19168  
Our File No. 57337.02000

Dear Sir:

Enclosed are Articles of Amendment to the Articles of Incorporation for the referenced corporation. Also enclosed is check in the amount of \$35.00, which represents the filing fee.

Please arrange to have the Articles filed as promptly as possible, and return the enclosed copy of this letter stamped to show your receipt. If there is any problem or question, please contact us immediately.

Thank you for your cooperation.

Very truly yours,



William M. Sharpless

WMS/

enclosures

cc: Visiting Nurse Foundation of Palm Beach County, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 AM 11:01

01-21-98  
CC

ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
VISITING NURSE FOUNDATION OF PALM BEACH COUNTY, INC.

FILED STATE  
SECRETARY OF CORPORATION  
98 JAN 20 AM 11:01

1. The following provisions of the Articles of Incorporation of VISITING NURSE FOUNDATION OF PALM BEACH COUNTY, INC., a Florida not for profit corporation, filed with the Department of State on February 10, 1987, be and they hereby are amended in the following particulars:

A. The last paragraph of ARTICLE III shall read as follows:

"Subject to the foregoing, assets of this Corporation shall be distributable only to such Florida not for profit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors of this Corporation may designate."

B. ARTICLE IV shall read as follows:

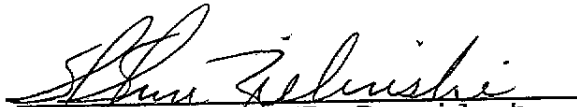
"The Members of this Corporation shall be those persons who are members of the Board of Directors hereof."

C. ARTICLE VIII shall read as follows:

"In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purpose of purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal Revenue Law of the United States, or to the Federal, or a State, or Local government for exclusively public purposes. Subject to the foregoing, in the event of dissolution, any residual assets of this Corporation will be distributed to such Florida not for profit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as shall be designated by the Board of Directors of this Corporation prior to its dissolution."

2. The foregoing amendments were adopted by the sole Member of the Corporation and by the Board of Directors of the Corporation on the 31st day of December, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 6th day of January, 1998.

  
A. ANN ZIELINSKI, President

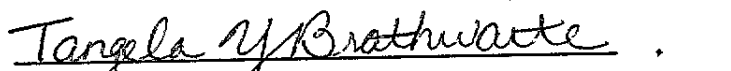
  
PATRICIA A. DYMERSEKI, Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of January, 1998, by A. ANN ZIELINSKI, the President, and PATRICIA A. DYMERSEKI, the Secretary, of Visiting Nurse Foundation of Palm Beach County, Inc., a Florida not for profit corporation, on behalf of the corporation, both of whom are personally known to me and did not take oaths.

(SEAL)



  
Print name: Tangela Y. Brathwaite  
Notary Public, State of Florida  
My Commission expires: