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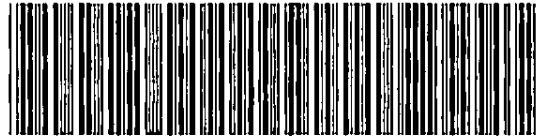
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Steven M. Ziegler  
4300 NW 89th Blvd.  
Gainesville, Florida 32606  
April 3, 2020

Florida Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

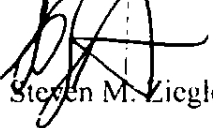
Re: Articles of Incorporation of Haven Foundation, Inc.

Ladies and Gentlemen:

Enclosed are the original and one copy of the executed Articles of Incorporation for a new not-for-profit corporation to be named Haven Foundation, Inc., a signed acceptance by the registered agent, and a check in the amount of \$87.50 to cover the filing fee, a certified copy of the Articles of Incorporation, and a certificate of status. Please file the Articles of Incorporation and return the certified copy and certificate of status to me at the above address.

My daytime telephone number is (954) 309-8966. The email address for sending future annual report and other notifications to this corporation is [Steve.Ziegler@avmed.org](mailto:Steve.Ziegler@avmed.org). Please contact me by telephone or email if you have any questions.

Sincerely yours,



Steven M. Ziegler

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TALLAHASSEE, FL

**ARTICLES OF INCORPORATION**  
**of**  
**HAVEN FOUNDATION, INC.**

The undersigned, acting as the incorporator of Haven Foundation, Inc. under the Florida Not for Profit Corporation Act, Chapter 617, *Florida Statutes*, submits the following Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of the Corporation is **HAVEN FOUNDATION, INC.**

**ARTICLE II**  
**Purposes and Powers**

**SECTION 1. Purposes.**

(a) This Corporation is organized as a Florida not-for-profit corporation, exclusively for such lawful and charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the specific and exclusive purpose of this Corporation is to operate for the benefit of, perform the functions of, or carry out the purposes of North Central Florida Hospice, Inc., a Florida not-for-profit corporation, which is exempted from federal income tax as an organization described by Section 501(c)(3) of the Code, and classified as an organization other than a private foundation pursuant to Section 509(a)(2) of the Code.

(b) In carrying out the foregoing purpose and within the scope thereof, the Corporation shall have the power and authority:

- (1) to engage in activities to improve health and health care;
- (2) to support the provision of hospice services to the citizens of North Central Florida, the establishment of a community that fosters caring for patients diagnosed as having terminal illness, and research related to hospice care of the terminally ill;
- (3) to participate in activities designed and carried on to promote the general health of the citizens of the State of Florida, including educational activities relating to the promotion of the general health of the citizens of the State of Florida;
- (4) to promote and carry on scientific research related to the care of the sick and injured;
- (5) to serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof;
- (6) to receive, accept, hold, administer, invest, and disburse grants, contributions, or other sources of funds as may from time to time be received by it

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from any person, persons, or corporations and make expenditures or distributions for the previously-stated purposes or for other charitable, educational, literary, or scientific purposes;

(7) to do and engage in other activities that advance a charitable, educational, literary, or scientific purpose, within the meaning of Section 501(c)(3) of the Code, and that are consistent with exemption from federal income tax as an organization described by Section 501(c)(3) of the Code; and

(8) to do and engage in any and all lawful activities that may be incidental or reasonably necessary to the furtherance of the Corporation's stated purposes, and in doing so, exercise all other power and authority now or hereafter conferred upon not-for-profit corporations in the State of Florida.

In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not for Profit Corporation Act, Chapter 617, *Florida Statutes*. This Corporation shall have the power to exercise all the powers enumerated in Section 617.0302, *Florida Statutes*, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida, except to the extent such powers are limited by the following SECTION 3 of this Article.

### SECTION 3. Limitations On Corporate Power.

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, unless such private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in SECTION 1 of this Article.

(b) 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 publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV**  
**Address**

The address of the Corporation's initial principal office and the Corporation's initial mailing address is 4200 NW 90<sup>th</sup> Blvd., Gainesville, FL 32606.

**ARTICLE V**  
**Members**

The Corporation shall not have members and has no authority to issue capital stock.

**ARTICLE VI**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The initial members of the Board of Directors shall consist of those persons appointed to the initial Board of Directors by the incorporator. Thereafter, members of the Board of Directors shall be elected in accordance with the Bylaws, and the number, qualifications, rights and powers, and manner of election or appointment of the members of the Board of Directors shall be as specified in the Bylaws, but the Corporation shall never have less than the minimum number of directors prescribed by applicable Florida law at the time the size of the Board is being fixed.

Notwithstanding the foregoing, the Board of Directors of North Central Florida Hospice, Inc., a Florida not-for-profit corporation, by resolution, shall have the power and authority to modify, amend, rescind, or repeal any action taken by the Corporation's Board of Directors.

**ARTICLE VII**  
**Officers**

The initial officers of the Corporation shall consist of those persons appointed by the incorporator. Thereafter, officers shall be elected or appointed as provided in the Bylaws.

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator are:

Name

Address

Steven M. Ziegler

4300 NW 89<sup>th</sup> Blvd.  
Gainesville, FL 32606

The incorporator of the corporation assigns to this corporation his rights under Section 607.02011, *Florida Statutes*, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE IX**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4300 NW 89<sup>th</sup> Blvd., Gainesville, Florida 32606, and the name of the Corporation's initial registered agent at that address is Steven M. Ziegler.

#### **ARTICLE X**

##### **Bylaws**

The incorporator shall have the power to adopt the Corporation's initial Bylaws. Thereafter, any amendment or rescission of the Bylaws or the adoption of new Bylaws of the Corporation shall require approval by the affirmative vote of (a) two-thirds of the Directors of the Corporation then in office, and (b) two-thirds of the members of the Board of Directors of North Central Florida Hospice, Inc. then in office.

#### **ARTICLE XI**

##### **Amendments**

Any amendment or restatement of these Articles of Incorporation shall require approval by the affirmative vote of (a) two-thirds of the Directors of the Corporation then in office, and (b) two-thirds of the members of the Board of Directors of North Central Florida Hospice, Inc. then in office.

#### **ARTICLE XII**

##### **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be distributed to North Central Florida Hospice, Inc.; provided, however, that no such distribution shall be made unless North Central Florida Hospice, Inc. is at the time of such distribution exempt from federal income tax as an organization described by Section 501(c)(3) of the Code. In the event that no distribution can be made under the preceding sentence, then the residual assets of the Corporation shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more other organizations described in Section 501(c)(3) or 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any officer or director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 3 day of April, 2020.

  
Steven M. Ziegler

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### ACCEPTANCE OF REGISTERED AGENT

Haven Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 4300 NW 89<sup>th</sup> Blvd., Gainesville, Florida 32606, has named Steven M. Ziegler as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act, Chapter 617, *Florida Statutes*. The undersigned is familiar with, and accepts, the obligation provided under such statute relative to keeping open the registered office and providing records.

  
Steven M. Ziegler

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