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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**synTHASe, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**synTHASc, INC.**

The undersigned, desiring to form a corporation not for profit pursuant to Chapter 617, *Florida Statutes*, hereby submits these Articles of Incorporation to the Florida Secretary of State.

**ARTICLE I**

The name of the Corporation is synTHASc, Inc.

**ARTICLE II**

**Purposes and Powers**

Section 1. Purposes. This Corporation is organized as a not for profit corporation within the meaning of Chapter 617, *Florida Statutes*, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. 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. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for political office, or any other activity, except to the extent that such activity is permitted to be engaged in by corporations described in Section 501(c)(3) of the Code. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

- A. To improve health and health care;

JOHN R. KANCILIA, ESQ.  
FLORIDA BAR NO. 381195  
WHITEBIRD, PLLC  
2101 Waverly Place, Suite 100  
Melbourne, Florida 32901  
Telephone: 321-327-5580  
Facsimile: 321-327-5655

- B. To improve the general health of the citizens of the State of Florida through the establishment, promotion and provisions of comprehensive, coordinated hospice and palliative care services;
- C. To enhance the access to hospice and palliative services for the citizens of the State of Florida through the establishment of provisions for coordinated care among its supported organizations;
- D. To serve as the not for profit subsidiary for supported organizations providing management, contract administration, financial, technical and other services to promote the effective provision of hospice and palliative care services;
- E. To support the activities and functions of supported organizations, which include but are not limited to the following Florida not for profit corporations:
  - (i) Hospice of St. Francis, Inc.;
  - (ii) Avow Hospice, Inc.;
  - (iii) North Central Florida Hospice, Inc.; and
  - (iv) Hospice of the Treasure Coast, Incorporated.

Any organization that desires to become a supported organization must meet the following criteria:

- (i) Have as a primary purpose the provision of hospice and palliative care services to the public;
- (ii) Be a not for profit corporation;
- (iii) Qualify as a organization described in Section 503(c) and 509(a)(1) of the Code;
- (iv) Support and encourage programs for hospice and palliative care; and
- (v) Be accepted as a supported organization in accordance with these Articles and the Bylaws of the Corporation.

Section 2. Powers. This Corporation shall have all the powers, and be subject to the restrictions, applicable to a corporation organized under Chapter 617, *Florida Statutes*. Without limitation, 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.

### **ARTICLE III**

#### **Incorporator**

The name and address of the incorporator of the Corporation are John R. Kancilia, 2101 Waverly Place, Suite 100, Melbourne, Florida 32901.

### **ARTICLE IV**

#### **Place of Business**

The street address and the mailing address of the principal office of the Corporation is 106 Whippoorwill Lane, Naples, Florida 34105.

### **ARTICLE V**

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

The registered office of the Corporation is 2101 Waverly Place, Suite 100, Melbourne, Florida 32901 and the registered agent at that address is John R. Kancilia.

### **ARTICLE VI**

#### **Members**

Each supported organization shall be a Member of the Corporation.

### **ARTICLE VII**

#### **Term of Existence**

The Corporation shall have perpetual existence.

### **ARTICLE VIII**

#### **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall never be less than three (3). Each Member shall have the right to elect one (1)

person to the Board of Directors. If there are less than three (3) Members, each Member shall have the right to elect two (2) persons to the Board of Directors.

## **ARTICLE IX**

### **Officers**

Officers shall be elected or appointed as provided in the Bylaws.

## **ARTICLE X**

### **Amendments**

The Articles of Incorporation may be amended by the Members upon the affirmative vote of all of the Members if there are four (4) or fewer Members, one (1) less than all of the Members if there are more than four (4) but less than eight (8) Members and seventy-five percent (75%) of the Members if there are eight (8) or more Members.

## **ARTICLE XI**

### **Bylaws**

The Board of Directors shall have the power to adopt Bylaws and alter or amend and repeal the Bylaws, except when any Bylaws adopted by the Member specifically provide that such Bylaws can only be altered, amended or repealed by the Member. The Member shall have the power to adopt, alter, amend and repeal the Bylaws or adopt additional Bylaws and any Bylaws so adopted may specifically provide that such Bylaws can only be altered, amended or repealed by the Member.

## **ARTICLE XII**

### **Indemnification**

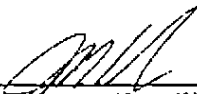
The Corporation shall be permitted to indemnify any director, officer, employee or agent, or any former director, officer, employee or agent to the fullest extent permitted by law.

## **ARTICLE XIII**

### **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 utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, 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 said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of September, 2021.

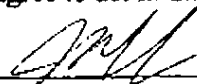
  
 Name: John R. Kancilia, Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the foregoing Article of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 20<sup>th</sup> day of September, 2021

By:

  
 Name: John R. Kancilia

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