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Email Address: Rick Bourne <rbourne@hospiceotmarion.com>

### FLORIDA PROFIT/NON PROFIT CORPORATION

The Hospice of Marion County Foundation, Inc.

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#### ARTICLES OF INCORPORATION

OF

#### THE HOSPICE OF MARION COUNTY FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Notfor-Profit Corporation under the Florida Not For Profit Corporation Act, do hereby certify:

### ARTICLE I NAME

The name of the Corporation shall be The Hospice of Marion County Foundation, Inc. (the "Corporation").

# ARTICLE II PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is 323 LSW 34th Ave., Ocala, Marion County, FL 34474.

# ARTICLE III PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV DIRECTORS

The method of election of directors shall be stated in the By-Laws of the Corporation.

### ARTICLE V DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 exclusively for such purposes.

### ARTICLE VII REGISTERED AGENT; REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 3231 SW 34th Ave., Ocala, FL 34474. The name of the initial registered agent of the Corporation at that office is Richard E. Bourne.

#### ARTICLE VII INCORPORATOR

The name and street address of the Corporation's incorporator is:

Radha V. Bachman

4830 W. Kennedy Blvd., Stc. 600 Tampa, FL 33609

# ARTICLE VIII INDEMNIFICATION

Every person who is or has been a director or officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer of this Corporation, whether or not he or she continues to be a director or officer of this Corporation at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but not be limited to, attorney fees and amounts of judgments against, and amounts paid to, the Corporation itself. However, no such director or officers shall be so indemnified with respect to any matter as to which such director or office shall be finally adjudged to be liable for actual misconduct in the performance of his or her duties as a director or officer. The Corporation may settle any litigation against a director or officer if the costs of such settlement will not substantially exceed the estimated costs of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

### ARTICLE IX AMENDMENTS TO ARTICLES

These Articles of Incorporation may only be amended by the affirmative vote of a majority of the full Board of Directors of the Corporation, provided that prior notice of the proposed changes shall have been given in writing to each Director voting on such amendment at least fifteen (15) days prior to the meeting of the Board of Directors. Any amendments, alterations, changes, additions or deletions from these Articles of Incorporation shall be consistent with the laws of the State of Florida and in compliance with section 50J(c)(3) of the Internal Revenue Code, or corresponding section of any future

federal tax code, which limits, defines or regulates the powers of the Corporation. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

[LEFT INTENTIONALLY BLANK]



In witness whereof, I have hereunto subscribed my name this 1<sup>th</sup> day of September 2022. I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Rudha V. Bachman, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Richard E. Bourne

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