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R. WHITE

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CATHOLIC HOSPICE, INC.

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Corporate Filing Menu

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CATHOLIC HOSPICE, INC.,  
A Florida not-for-profit corporation

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following Amended and Restated Articles of Incorporation were duly adopted by unanimous vote of the Member(s) and at which the number of votes cast was sufficient for approval, pursuant to the authority and provisions of Florida Statutes and the existing Articles of Incorporation, as amended from time to time. This Amendment is also in conformity with the Bylaws of Catholic Hospice, Inc. and no further action is necessary for its approval.

ARTICLE I  
NAME

The name of the Corporation is "Catholic Hospice, Inc."

ARTICLE II  
PURPOSE

(a) The specific and primary purposes of the Corporation shall be to sponsor services for the terminally ill, including, but not limited to, providing hospice services especially designed to meet the physical, social and psychological needs of the terminally ill and to manage, operate and generally to do everything and anything necessary, expedient or incidental, to the maintaining of hospice activities in Miami-Dade, Broward, and Monroe Counties, Florida.

(b) This Corporation is being formed as part of the social ministry of the Catholic Church and therefore will operate under the supervision and direction of the Archbishop of the Archdiocese of Miami.

(c) The Corporation is formed to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

(d) This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

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(e) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

**ARTICLE III**  
**QUALIFICATIONS FOR MEMBERS AND THE**  
**MANNER OF THEIR ADMISSION**

The initial Member of the Corporation shall be the Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami and his successors in office. Additional Members may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Members may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

**ARTICLE IV**  
**RESERVATION OF POWERS TO MEMBERS**

The Corporation is an apostolate of the Catholic Church and as such the canon law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member(s):

- (a) The operating philosophy of the Corporation shall be approved by the Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The Corporation may not be merged or dissolved without the express written approval of the Member(s).

**ARTICLE V**  
**ADDRESS OF REGISTERED OFFICE**  
**NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, FL 33134.

The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

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**ARTICLE VI**  
**BOARD OF DIRECTORS**

(a) The business of the Corporation shall be managed by a Board of Directors. The Member(s) of the Corporation may appoint not fewer than seven (7) and no more than forty (40) Directors including individuals who are representative of the general population. The Member(s) may remove any Director with or without cause at such time as the Member(s) may determine in his sole discretion.

(b) The Board of Directors shall hold meetings at such time and place as described in the Bylaws but shall meet at least quarterly.

(c) All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

**ARTICLE VII**  
**NAME AND ADDRESS OF EACH INCORPORATOR**

The name and address of the incorporator is:

The Most Reverend Thomas G. Wenski  
Archbishop of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, Florida 33138

**ARTICLE VIII**  
**DURATION**

This Corporation is to exist perpetually.

**ARTICLE IX**  
**COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of the original charter number.

**ARTICLE X**  
**BYLAWS**

The Member(s) shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

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**ARTICLE XI**  
**OFFICERS OF THE CORPORATION**

The Corporation shall have a President, a Secretary, and a Treasurer, and the Member(s) may appoint additional and assistant Officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time, except the offices of President and Secretary. The Member(s) may remove any or all of the Officers from office, with or without cause, and at such time as the Member(s) may determine. The Officers shall hold office in accordance with the Bylaws

**ARTICLE XII**  
**POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of Catholic Hospice, Inc.;
- (b) To lease all or a portion of such real and personal property;
- (c) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;
- (d) To make charitable contributions to any affiliated organizations;
- (e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (f) To utilize its income in furtherance of the foregoing objectives.

**ARTICLE XIII**  
**LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private

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individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate Member described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**ARTICLE XIV**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the initial member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of the assets will be distributed to any member, officer or director of this corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

**ARTICLE XV**  
**CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this Corporation.

**ARTICLE XVI**  
**AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the vote of the majority Member(s).

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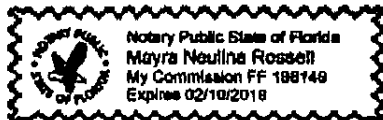
IN WITNESS WHEREOF, I have subscribed my name this 30 day of  
November, 2015.

  
The Most Reverend Thomas G. Wenski

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

On this 30 day of November, 2015, before me a Notary Public,  
duly authorized in the State and Country aforesaid to take acknowledgements, personally  
appeared, THE MOST REVEREND THOMAS G. WENSKI, to me known to be the person  
whose name is subscribed and acknowledged that he executed the same for the purpose  
therein contained.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 30 day  
of November, 2015.

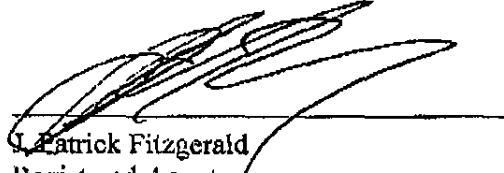


  
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State of Florida at Large.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
J. Patrick Fitzgerald  
Registered Agent