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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOSPICE OF THE COMFORTER, INC.**

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AMENDED AND RESTATED ARTICLES
OF
HOSPICE OF THE COMFORTER, INC.
(A CORPORATION NOT FOR PROFIT)

In accordance with Section 617.1007 of the *Florida Statutes*, Hospice of the Comforter, Inc., a Florida not for profit corporation, amends and restates its Articles of Incorporation filed on February 24, 1989, as amended by Articles of Amendment filed on August 29, 1989 (collectively "Original Articles"), and certifies as follows:

1. Name. The name of the corporation amending and restating the Original Articles is Hospice of the Comforter, Inc.
1. Text of Amended and Restated Articles of Incorporation. The text of the Amended and Restated Articles is attached as Exhibit 1.
2. Certification. The Amended and Restated Articles contains amendments to the Original Articles, which require either the approval of the Board of Directors or the membership, and approvals of not less than a majority of each body has been obtained.

The text of the amendments is as follows:

FIRST, Article II entitled ("Principal Office") is amended by deleting the language "2167 Deer Hollow Circle, Longwood, Seminole County, Florida" and inserting in its stead "605 Montgomery Road, Altamonte Springs, Seminole County, Florida 32714."

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SECOND, Article III entitled ("Purpose") is amended by deleting the content of Article III and inserting in its place language reflecting the affiliation of the corporation with Adventist Health System Sunbelt Healthcare Corporation and the health ministry of the Seventh-day Adventist Church". As amended, Article III reads as follows:

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). The primary purpose of this corporation shall be to provide health care services to the terminally ill as well as support bereavement counseling for the families of the terminally ill. This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church.

THIRD, Article IV entitled ("Term of Existence") is amended by deleting the content and inserting the following in its stead: The existence of the corporation shall be perpetual.

FOURTH, Article V entitled ("Membership") is amended by deleting the content and inserting language to reflect that the sole member of the corporation shall be The Comforter Health Care

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Group, Inc. As amended Article V ("Membership") reads as follows:

The sole member of the corporation is The Comforter Health Care Group, Inc.

FIFTH, Article VI entitled ("Incorporator") is deleted in its entirety.

SIXTH, Article VII entitled ("Board of Directors and Officers") is renumbered Article VI and renamed "Board of Directors" and amended by deleting the content and substituting the following in its place:

Except for the retained powers of the membership as set forth in the Bylaws and these Restated and Amended Articles of Incorporation, the affairs of this corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) members. The number of directors, their election and term of office shall be as provided in the Bylaws.

SEVENTH, Articles VIII ("Initial Board of Directors") and IX ("Initial Officers") are deleted in their entirety.

EIGHTH, Article X entitled ("Registered Agent and Registered Office") is renumbered Article VII, the content is deleted and the following is inserted in its stead:

The street address of the registered office of the Corporation is 900 Hope Way, Altamonte Springs,

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Florida 32714, and the name of the registered agent of the corporation at that address is T. L. Trimble.

NINTH, Article XI ("indemnification") is renumbered Article VIII.

TENTH, Article XII ("Limitations") is renumbered Article IX.

ELEVENTH, Article XIII ("Dissolution") is renumbered Article X, the content is deleted and the following is substituted in its stead:

The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes for not for profit corporations. In the event of a dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual. The assets of the corporation shall be distributed in the order as set forth below:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

(b) All remaining assets not applied to liabilities pursuant to Subsection (a) shall be distributed to the Membership, a Florida not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, provided, however, if the Membership ceases to be recognized by the Internal

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Revenue Service as a 501(c)(3) organization, then in said event the Membership shall designate an affiliated not for profit corporation, recognized by the Internal Revenue Service As a 501(c)(3) organization, to receive the assets.

TWELFTH, Article XIV ("Bylaws") is renumbered Article XI, the content is deleted and the following is substituted in its stead:

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the membership of the corporation.

THIRTEENTH, Article XV ("Amendment to Articles of Incorporation") is renumbered Article XII, the content is deleted and the following is substituted in its stead:

Any amendments to these Restated and Amended Articles of Incorporation shall be adopted by the membership.

The foregoing amendments and the Restated and Amended Articles of Incorporation of the Corporation were adopted by the Board of Directors of the corporation and the membership on December 3, 2013, and November 25, 2013, respectively. The numbers of votes cast for the amendments and for the adoption of the Restated and Amended Articles of Incorporation were sufficient for approval.

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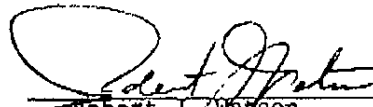
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IN WITNESS WHEREOF, the undersigned President of Hospice of the
Comforter, Inc., has executed these ~~Articles of Restatement~~ ^{Amended AND} this
12th day of December, 2013, to take effect as of January 1,
2014.

Name:


Robert J. Watson

As Its:

Director

X:\legal\TCHCG\Docs\Execution Copy Articles of Restatement HOTC.doc

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EXHIBIT 1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOSPICE OF THE COMFORTER, INC.
(A Corporation Not for Profit)

The Amended and Restated Articles of Incorporation restate the original provisions of the Articles of Incorporation filed on February 24, 1989, as amended by Articles of Amendment filed on August 29, 1989, omitting only matters of historical interest, as amended by the Amended and Restated Articles.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Hospice of the Comforter, Inc.

ARTICLE II - PRINCIPAL OFFICE

The place in this state where the principal office of this corporation is to be located is 605 Montgomery Road, Altamonte Springs, Florida 32714, and the mailing address of the Corporation is 605 Montgomery Road, Altamonte Springs, Florida 32714.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). The primary purpose of this corporation shall be to provide health care services to the terminally ill as well as support bereavement counseling for the families of the terminally ill. This corporation is an integral part of the system of medical and educational organizations operated throughout the world by the Seventh-day Adventist Church and shall always operate its

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total activity consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church.

ARTICLE IV - TERM OF EXISTENCE

The existence of the corporation shall be perpetual.

ARTICLE V - MEMBERSHIP

The sole member of the corporation is The Comforter Health Care Group, Inc.

ARTICLE VI - BOARD OF DIRECTORS

Except for the retaining powers of the membership as set forth in the Bylaws, the affairs of this corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) members. The number of directors, their election and term of office shall be as provided in the Bylaws..

ARTICLE VII - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the corporation is 900 Hope Way, Altamonte Springs, Florida 32714, and the name of the registered agent of the corporation at that address is T. L. Trimble.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - LIMITATIONS

This corporation is not authorized to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 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 of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X - DISSOLUTION OF CORPORATION

The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes for not for profit corporations. In the event of a dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual. The assets of the corporation shall be distributed in the order as set forth below:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

(b) All remaining assets not applied to liabilities pursuant to subsection (a) shall be distributed to the membership, a Florida

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not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization, provided, however, if the membership ceases to be recognized by the Internal Revenue Service as a 501(c)(3) organization, then in said event the membership shall designate an affiliated not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) organization to receive the assets.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the membership of the corporation.

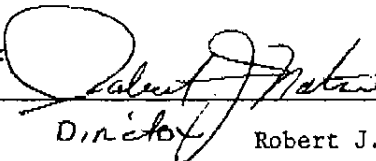
ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

Any amendments to these Restated and Amended Articles of Incorporation shall be adopted by the membership.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Restated and Amended Articles of Incorporation at Altamonte Springs, Florida, this 12th day of December, 2013, effective January 1, 2014.

HOSPICE OF THE COMFORTER, INC.

By:


Director Robert J. Watson

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Restated and Amended Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section

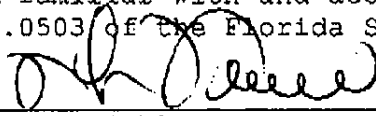
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48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


T. L. Trimble

Date: December 12, 2013.

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