CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

N95000000094

800-342-8086

95 JAN -6 PM 9:50
DIVISION OF CORPORATIONS

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 521398 9585A

AUTHORIZATION : Patricia Pizzato

COST LIMIT : $ 122.50

ORDER DATE : January 5, 1995

ORDER TIME : 5:53 PM

500001372005

ORDER NO. : 521398

CUSTOMER NO: 9585A

CUSTOMER: Del G. Potter, Esq
POTTER AND CLEMENT

308 East Fifth Avenue

Mount Dora, FL 32757

FILED
95 JAN -9 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

N95000000094

NAME: WOMEN FOR HOSPICE, INC.

W95-362

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: Tn
1-9-95
02A

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 JAN -9 AM 9:09
DIVISION OF CORPORATIONS

January 6, 1995

CIS
1201 HAYS ST.
TALLAHASSEE, FL

resubmit 1-9-95

SUBJECT: WOMEN FOR HOSPICE, INC.
Ref. Number: W95000000362

We have received your document for WOMEN FOR HOSPICE, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

RECEIVED
95 JAN -9 AM 11:31
DIVISION OF CORPORATIONS

Nancy Hendricks
Corporate Specialist

Letter Number: 995A00000584

Please make this correction.

ARTICLES OF INCORPORATION

OF

WOMEN FOR HOSPICE, INC.

FILED
95 JAN -9 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is WOMEN FOR HOSPICE, INC., hereinafter called the "Corporation."

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 129 West 5th Avenue, Mount Dora, Florida 32757, and the name of the initial registered agent of this Corporation is Ermyne Pearson. The business address and mailing address of the corporation shall be the same as the regestered agent.

ARTICLE III

PURPOSE AND POWER OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are as follows:

(A) To help meet the medical, psychological, physical, social and spiritual needs of terminally ill persons and their families through the distribution of its funds for such purposes.

(B) To carry on any and all activities permitted to a corporation not-for-profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Paragraph 501(c)(3) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1954, as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time; but if, at any time, the Corporation be deemed to be a private foundation as defined by Section 509 of the Internal Revenue Code of 1954,as amended from time to time, then so long as the Corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Internal Revenue Code of 1954, as amended from time to time, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended from time to time, engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended from time to time, retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended from time to time, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended from time to time, and make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended from time to time.

(C) To have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

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

ARTICLE IV

NON-PAYMENT OF SALARIES

No part of the Corporation's income shall be distributed to its Directors or officers, and the Corporation shall not have or issue shares of stock or pay dividends. Nothing herein shall be construed to preclude any officer or Director from serving the Corporation in some other capacity and/or from receiving reasonable compensation for services actually rendered to the Corporation in effecting one or more of its purposes.

ARTICLE V

MEMBERSHIP

The members of this Corporation shall be all active dues paying members. Qualifications of member and dues shall be as established from time to time in the By-Laws.

The Corporation shall have such classes of members, with such rights and privileges as shall be set forth in the By-Laws.

ARTICLE VI

INITIAL OFFICERS

The names and addresses of those persons who are to act as the officers of the Corporation until the election of their successors are:

Name	Title	Address
Ermyne Pearson	President	P. O. Box 1463 Mt. Dora, FL 32757
Genevieve MacMillan	Vice President	P. O. Box 1463 Mt. Dora, FL 32757
Claire Weston	Secretary	P. O. Box 1463 Mt. Dora, FL 32757
Marge Clements	Treasurer	P. O. Box 1463 Mt. Dora, FL 32757

The above named officers are to serve until the organizational meeting of the Corporation to be held as soon after incorporation as practicable. The officers shall hold office for one (1) year and shall be elected by the Directors at the first meeting of the Board of Directors following a one (1) year period from the date of their election. Officers &/or directors shall be elected or appointed as stated in the by-laws.

ARTICLE VII

INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE VIII

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the Board of Directors, and approved by a majority of the members at a special or regular meeting. Upon dissolution of the Corporation, subject to the provisions of Section 617.05 of the Florida Statutes, the Corporation's assets, both real and personal, shall be transferred to Hospice Foundation of Lake and Sumter, Inc., its subsidiaries, successors or other qualified 501(c)(3) organization, and dedicated to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

The power to alter, amend or repeal the Articles of Incorporation of the Corporation is vested in the members of the Corporation. Such action must be taken pursuant to a resolution approved by a majority of the Board of Directors of the Corporation.

ARTICLE XI

BY-LAWS

The power to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, insofar as is allowed by law, is vested in the members of the Corporation.

ARTICLE XII

INCORPORATORS

The name and address of the person signing these

Articles is as follows:

Name	Address

Name	Address
Ermyne Pearson	P. O. Box 1463 Mt. Dora, FL 32757

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 3rd day of January, 1995.

Ermyne Pearson
ERMYNE PEARSON

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 3rd day of January, 1995, by Ermyne Pearson,

(X) who is personally known to me and did not take an oath.

( ) who has produced ____________________ as identification and did take an oath stating she was indeed the person set forth herein.

OFFICIAL NOTARY SEAL
ROBIN B PADGETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC358018
MY COMMISSION EXP. MAY 3,1995

Robin B. Padgett
NOTARY PUBLIC- Robin B. Padgett
(Type of Print Notary Name)
Serial No., if any ____________
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of WOMEN FOR HOSPICE, INC.

Ermyne Pearson
ERNYNE PEARSON

corp\hospice.art