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January 26, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Florida Palliative Home Care, Inc.

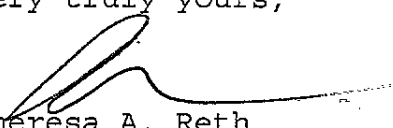
Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment of Articles of Incorporation of the captioned corporation which I ask that you approve and file.

Also enclosed is a check to your order in the sum of \$43.75 representing the statutory filing fee, costs of certifying one copy of the Articles, and the filing tax.

Would you kindly certify the enclosed copy and return it to me.

Very truly yours,


Theresa A. Reth

TAR:jdk
enclosure

FILED
01 JAN 29 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 31 2001

THERESA A. RETH
108 North Magnolia Avenue
Ocala National Bank Building
Suite 318
Ocala, Florida 34475
(352) 732-7878

FAX ONLY

February 1, 2001

Corporate Records Bureau
Division of Corporations
Department of State
ATTN: THELMA LEWIS
P.O. Box 6327
Tallahassee Florida 32314

Re: Florida Palliative Home Care Inc.

Dear Ms. Lewis:

This will confirm our conversation that the Members of Florida Palliative Home Care have approved the Articles of Amendments sent to you under my letter dated January 26, 2001.

Very truly yours,


THERESA A. RETH

TAR

cc: Mary Kiefert (by fax)

01 JUN 29 PM 4:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF FLORIDA PALLIATIVE HOME CARE, INC.

We, the undersigned, President and Secretary of FLORIDA PALLIATIVE HOME CARE, INC., a not for profit Florida corporation, organized under the laws of the State of Florida, do hereby, for purposes of complying with Sections 617.1006, and 617.1002 Florida Statutes, make and attest these Articles of Amendment of the Articles of Incorporation and certify as follows:

1. The name of the corporation is FLORIDA PALLIATIVE HOME CARE, INC.
2. Article Four of the articles of Incorporation of FLORIDA PALLIATIVE HOME CARE INC. are hereby amended as follows:

ARTICLE FOUR. MEMBERS

The Board of Directors shall be empowered to add new members as needed or as necessary to achieve the goals and purposes of the organization. Any not-for-profit corporation authorized to do business in Florida, or other not-for-profit entity authorized to do business in Florida involved with the provision of Hospice services, health care services, long term care services, or the provision of health care equipment or supplies, may become a member of this corporation, if such entity is approved is approved by the Board of Directors. All members shall have the same rights to be represented on the Board of Directors, but members will not otherwise be entitled to vote and members shall not hold meetings. However, for purposes of distribution pursuant to any corporate dissolution or partial dissolution/liquidation, there shall be two classes of members: The "Founding Members", identified as Hospice of Marion County

Inc., North Central Florida Hospice, d/b/a Hospice of North Central Florida and Hospice of Citrus County shall be given first priority to receive distributions upon dissolution of the corporation; and "Regular Members" who will not be entitled to preference in such distribution.

2. Article 3 of the Articles of Incorporation of FLORIDA PALLIATIVE HOME CARE INC. are hereby amended:

ARTICLE THREE. PURPOSE

The Corporation is organized exclusively for the provision of health services and/or care, as well as for educational, and scientific purposes, including but not limited, for such purposes, activities that result in the provision of services to those persons facing serious, life illnesses or end-of-life, and/or who are in need of palliative home care.

These services may include, without limitation, the provision of health care and related support services, the development and publication of information, the sponsorship of seminars, meetings, and other forums to educate and inform the general public regarding the need for palliative care, and the issues affecting end-of-life decisions, and other activities that are necessary, appropriate or convenient to the furtherance of the Corporation's stated purposes and mission and permitted under the laws of Florida and of the United States.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or to other private persons, except that the Corporation shall be authorized and empowered to pay any reasonable compensation for the services rendered and to make payments and

distributions in furtherance of the purposes set forth in this Article Three, including distributions, as determined by the Board of Directors upon partial liquidation to one or more members which are organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 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 any corresponding section of any future federal tax code.

3. Article Ten of the Articles of Incorporation of FLORIDA PALLIATIVE HOME CARE, INC., are hereby amended as follows:

ARTICLE TEN. DISSOLUTION

In the event of the dissolution of the Corporation, the assets of the Corporation shall be distributed first to the qualifying Founding Members of the corporation, as defined in Article Four hereof; or, pursuant to appropriate corporate authorization, to the qualifying Regular Members, as defined in Article Four hereof, or other similar not-for-profit organization(s) concerned with the

provision of health care, long-term care or related services, and which complies with one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

4. The effective date of this Amendment adoption is the date of the execution of these Articles "1/23, 2001".
5. This Amendment of the Articles of Incorporation was unanimously adopted by the Board of Directors^{Members} of the corporation at the meeting of the Board of Directors held on the 28th day of November, 2000;

IN WITNESS WHEREOF we have made and executed these Articles of Amendment this 23 day of January, 2001.

FLORIDA PALLIATIVE HOME CARE,
INC.

By: Les C. Rankin
President

ATTESTED BY:

Michael F. Hill
Secretary

STATE OF FLORIDA

COUNTY OF Alachua

The foregoing instrument was acknowledged before me this 23 day of January, 2001,

by Les C. Rankin as President and Attested by Michael P. Hill

as Secretary of FLORIDA PALLIATIVE HOME CARE, INC., a not-for-profit Florida

corporation, on behalf of the corporation

☒ who is personally known to me

☐ who has produced N/A

as identification

and who ☐ did ☒ did not take an oath.



Notary Public, State of Florida

(Seal)

My commission expires:

