

N97000002712

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

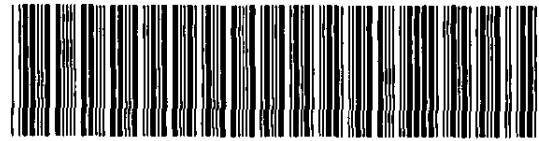
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*Amend
J. to L. in
the RA's Name.
Per
Darrell
White
1/30/15 DC*

Office Use Only



600268699116

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CONVOYATION
15 JAN 30 PM 3:33
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
15 JAN 30 PM 4:17
DEPARTMENT OF STATE
MAIL ROOM/STATE
MAIL ROOM/STATE

*Amend.
3
Resub
01-30-15 DC*

DEPARTMENT OF STATE
ACCOUNT-FILING COVER SHEET

Account Number FCA000000017
Date: 1-30-15
Requestor Name: Carlton Fields Jordan Burt, P.A.
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

Corporation Name:

HPH Real Estate, Inc.

Email Address:

Entity Number:

097000002712

Authorization:

Kim Pullen

☒

Amendment

Certified Copy

☒

Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☒

Amendments

☐ Registration

() Call When Ready

() Call if Problem

() After 4:30

(X) Walk In

(X) Will Wait

(X) Pick Up

CF Internal Use Only

Client: 55595

Matter: 12897

Name: L. Fleming

Office: TPA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HPH Real Estate, Inc.

DOCUMENT NUMBER: N97000002712

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darrell White, Chief Legal Officer

(Name of Contact Person)

Chapters Health System, Inc.

(Firm/ Company)

12470 Telecom Dr., Ste. 300W

(Address)

Temple Terrace, FL 33637

(City/ State and Zip Code)

whited@chaptershealth.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darrell White

(Name of Contact Person)

at (813) 777-1570

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HPH REAL ESTATE, INC.
(A Corporation Not For Profit)**

FILED
15 JAN 30 PM 4:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Directors of HPH Real Estate, Inc. consented to and adopted these Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on May 9, 1997.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is HPH Real Estate, Inc. (the "Corporation"). The street address of the Corporation's principal office and the Corporation's mailing address is 12107 Majestic Boulevard, Hudson, Florida 34667.

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(2) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. The Corporation is organized exclusively for the purpose of holding title to property, collecting the income from the property, and remitting the income to Hernando-Pasco Hospice, Inc., which is an exempt organization under Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III
MEMBERS**

The sole member of the Corporation is Chapters Health System, Inc., its successors and assigns (the "Sole Member"). The Sole Member shall have and exercise such reserved rights and powers related to the Corporation as shall be set forth in the Bylaws.

ARTICLE IV

DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

ARTICLE V

OFFICERS

The officers and their manner of election shall be as provided in these Bylaws.

ARTICLE IV

REGISTERED AGENT AND OFFICE ADDRESS

The registered agent for the Corporation is Kathy L. Fernandez. The registered office address for the Corporation is 12470 Telecom Drive, Suite 300 West, Temple Terrace, Florida 33637.

ARTICLE VII

BYLAWS

The Bylaws of the Corporation may be amended, altered, added to or rescinded only by the Sole Member by the vote of a majority of its Board of Directors at the time of such amendment.

ARTICLE VIII

AMENDMENTS

These Articles may be amended only by the Sole Member as provided in the Bylaws.

ARTICLE IX

DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Member if the Sole Member is exempt under Section 501(c)(3) of the Code at the time of such distribution. If the Sole Member is not exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE X

TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits upon its Sole Member in conformity with its purposes, so long as the Sole Member is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

Section 3. Limitation of Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

No member approval is required in connection with the amendments set forth in these Amended and Restated Articles of Incorporation. The Board of Directors adopted these Amended and Restated Articles of Incorporation at a meeting held on December 16, 2014, and the number of votes cast in favor of these amendments was sufficient for approval.

ARTICLE XII

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of February 1, 2015.

WHEREFORE, the undersigned ^{Vice}Chair of the Board of Directors of HPH Real Estate, Inc., has executed these Amended and Restated Articles of Incorporation this 27th day of January, 2015, to be effective as of February 1, 2015.

HPH REAL ESTATE, INC.

By William E. McGovern

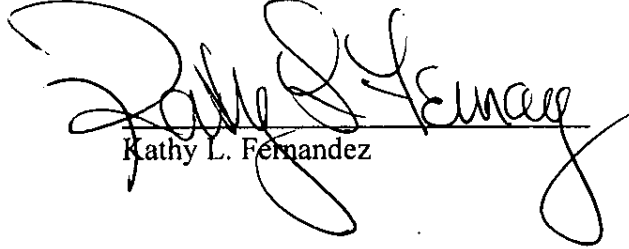
Name: William E. McGovern

As Its: Chair of Board of Directors
^{Vice}

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of HPH Real Estate, Inc. (the "Corporation"), at the place designated in the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that she is familiar with and accepts the appointment as registered agent and agrees to act in such capacity.

Dated to be effective as of the 1st day of February, 2015.


Kathy L. Fernandez