

N 97000002717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

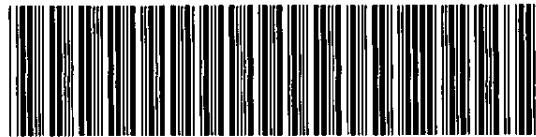
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per Darrell
White
1/30/15

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RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

15 JAN 30 PM 3:32

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

15 JAN 30 PM 4:04

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Amend
&
Restated

1/30/15
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: Hospice Foundation, Inc.

Email Address: _____

Entity Number: 197000002717

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: Hospice Foundation, Inc.

DOCUMENT NUMBER: N97000002717

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

Please return all correspondence concerning this matter to the following:

Tom Barb, President

(Name of Contact Person)

Hospice Foundation, Inc.

(Firm/ Company)

12107 Majestic Boulevard

(Address)

Hudson, FL 34667

(City/ State and Zip Code)

tbarb@hph-hospice.net

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
HOSPICE FOUNDATION, INC.
(A Corporation Not For Profit)**

FILED
15 JAN 30 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1007(4) of the Florida Statutes, the Directors of Hospice Foundation, 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 Hospice Foundation, 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)(3) 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)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. More specifically, the Corporation shall be organized and at all times shall be operated exclusively for the benefit of, and to carry out the purposes of Hernando-Pasco Hospice, Inc. which is an exempt organization under Section 501(a) and 501(c)(3) of the Code.

ARTICLE III

MEMBERS

The sole member of the Corporation is Hernando-Pasco Hospice, 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 Hospice Foundation, Inc., has executed these Amended and Restated Articles of Incorporation this ~~27th~~ day of January, 2015, to be effective as of February 1, 2015.

HOSPICE FOUNDATION, INC.

By: 

Name: Theresa Brock

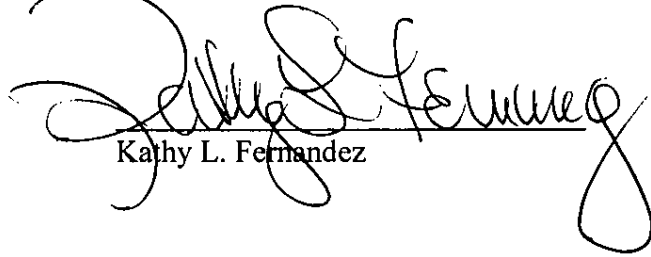
As Its: Chair of Board of Directors

^{Vice}

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of Hospice Foundation, 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