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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : MOORE & MENKHAUS, P.A.  
Account Number : 120000000087  
Phone : (561)394-7910  
Fax Number : (561)393-6541

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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TALLAHASSEE, FL

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**VISITING NURSE COMMUNITY CARE OF THE WEST COAST, INC**

Certificate of Status	1
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TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: VISITING NURSE COMMUNITY CARE OF THE WEST COAST, INC.

DOCUMENT NUMBER: N98000000712

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

Please return all correspondence concerning this matter to the following:

DAVID J. MENKHAUS

Name of Contact Person

MOORE & MENKHAUS, PL.

Firm/ Company

2700 W. Cypress Creek Road, Suite A-108

Address

Ft. Lauderdale, FL 33309

City/ State and Zip Code

Jennifer.Crow@vnaflorida.org

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

For further information concerning this matter, please call:

Debbie Renken

at ( 561 ) 394-7910

Name of Contact Person

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**VISITING NURSE COMMUNITY CARE**  
**OF THE WEST COAST, INC.**

1. These Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation on November 18, 2021.
3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and any amendments or restatements thereto.

**ARTICLE I**

**Name**

The name of the corporation is **VISITING NURSE COMMUNITY CARE OF THE WEST COAST, INC.** (the "Corporation").

**ARTICLE II**

**Term**

The term for which the Corporation shall exist is perpetual.

**ARTICLE III**

**Principal Office**

The principal office of the Corporation is located at 2400 SE Monterey Road, Ste. 300, Stuart, FL 34996.

**ARTICLE IV**

**Purposes**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes, incorporated on a membership basis. The Corporation's purposes are limited to those which are exclusively scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of

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any future U.S. Internal Revenue Law or corresponding provisions of any subsequent federal tax law, and the regulations interpreting it, as now existing or as may hereafter be amended (the "Code"), and in furtherance of these purposes, the Corporation may:

- A. Establish, develop, sponsor, promote, and/or conduct home health care services, and such other health related and charitable activities to promote good health among the citizens in the community as served by the Corporation as the Board of Directors of the Corporation may determine.
- B. Support Visiting Nurse Association of Florida, Inc. and Florida Health Sciences Center, Inc. (each, a "Member" and collectively, the "Members"), both of which are section 501(c)(3) organizations, by providing home health services necessary to the furtherance of the Members' charitable purposes.
- C. Own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- D. Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.
- E. Contract with other organizations, for profit and not for profit, with individuals and with governmental agencies in furtherance of these purposes.
- F. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-For-Profit Corporation Act.
- G. Solicit and receive contributions, grants, gifts, devises, and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through F above.

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This Corporation shall have all of the corporate powers enumerated and set forth in Chapter 617 of the Florida Statutes, as it may be amended from time to time; provided, however, that none of the powers granted to the Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV and Article VI.

ARTICLE V  
Prohibited Acts

The Corporation shall operate exclusively for charitable purposes within the meaning of §501(c)(3) of the Code. In the course of such operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. 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 except as authorized under the Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code.

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ARTICLE VI  
Dissolution

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation as provided in the Corporation's bylaws. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of Code as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII  
Members

The Members of the Corporation are: Visiting Nurse Association of Florida, Inc., which has an 80% membership interest, and Florida Health Sciences Center, Inc., which has a 20% membership interest.

ARTICLE VIII  
Board of Directors and Officers

The management of the affairs of the Corporation is vested in its Board of Directors, which consists of five (5) Directors, with three (3) Directors to be appointed by Visiting Nurse Association of Florida, Inc., and two (2) Directors to be appointed by Florida Health Sciences Center, Inc. The size of the Board and/or the method of appointment of Directors may be changed from time to time as provided in the bylaws.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary, and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold

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office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or the Corporation's bylaws. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Corporation's bylaws.

ARTICLE IX  
Indemnification

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

ARTICLE X  
Amendment of Bylaws

The Corporation's Bylaws may be amended by the Board of Directors in the manner provided in the bylaws.

ARTICLE XI  
Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by the Board of Directors in the manner provided in the bylaws.

ARTICLE XII  
Registered Agent

The name and address of the registered agent of the Corporation is Jennifer Crow, 2400 S. E. Monterey Road, Suite 300, Stuart, FL 34996.

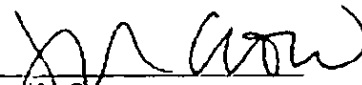
These Amended and Restated Articles of Incorporation shall be effective upon filing by the Florida Department of State.

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In the Presence of:

**VISITING NURSE COMMUNITY  
CARE OF THE WEST COAST, INC.**

  
Jennifer Crow

By:   
Donald R. Crow

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