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Nov. 7. 2018 12:45PM
Division of Corporations

GRAY ROBINSON

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Florida Department of State
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COMMUNITY HOSPICE OF NORTHEAST FLORIDA
FOUNDATION FOR CARING, INC.**

THE UNDERSIGNED, Ray Driver, Chairman of the Board of Directors (the "Board") of
COMMUNITY HOSPICE OF NORTHEAST FLORIDA FOUNDATION FOR CARING, INC.,
a Florida not-for-profit corporation (the "Foundation"), for and on behalf of the Foundation,
hereby executes these Articles of Amendment to the Articles of Incorporation of the Foundation:

ARTICLE FIRST: The name of the Foundation is COMMUNITY HOSPICE
OF NORTHEAST FLORIDA FOUNDATION FOR CARING, INC., and the
Foundation's Florida document number is N99000003293.

ARTICLE SECOND: ARTICLE VI of the current Articles of Incorporation is
hereby deleted in its entirety and restated as follows:

**"ARTICLE VI
PURPOSES**

The Foundation is organized and shall be operated exclusively for
charitable, educational, or religious purposes within the meaning of Section
501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and
the applicable rules and regulations thereunder (the "Code"), together with all
other activities permitted by Section 617.01011 et seq. of the Florida Not For
Profit Corporation Act which further its exempt purposes, as specified herein,
including, but not limited to, the payment of overhead expenses, administrative
costs, and reasonable salaries to its Officers and employees where necessary to
carry out the exempt purposes of the Foundation. The Foundation will conduct or
support the charitable activities of its sole Member, Community Hospice of
Northeast Florida, Inc., a Florida not-for-profit corporation d/b/a. Community
Hospice & Palliative Care, or its successor. The Member is exempt from federal
income taxation under Section 501(a) of the Code as an organization described in
Code Section 501(c)(3) and described in Code Section 509(a)(1) or Section
509(a)(2).

The Foundation is organized as a Florida not-for-profit corporation
established for the exclusive purpose of conducting or supporting fundraising
activities for the benefit of or carrying out the charitable purposes of the Member.
The Foundation is exempt from federal income taxation under Section 501(a) of
the Code as an organization described in Section 501(c)(3) of the Code and which
is other than a private foundation by reason of being described in Section

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509(a)(3) of the Code (i.e., a "supporting organization"). The powers and activities of the Foundation are limited accordingly.

The Foundation may not operate to support or benefit any organization other than the Member. However, in the event that the Member is no longer tax exempt under Section 501(c)(3) of the Code, the Board shall act to dissolve the Foundation and distribute its assets as set forth below.

Notwithstanding any other provision herein:

1. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to any Officer or Director of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation and payments and distributions may be made in furtherance of the Foundation's purposes as set forth in this Article VI). Further, no Officer or Director of the Foundation or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene (including, but not limited to, the publication or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall the Foundation engage in subversive activities. The Foundation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. The Foundation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code. It is the specific intention of the Foundation that the purposes and application of the Foundation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Foundation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

2. The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation as described in Code Section 501(c)(3) and in Code Section 509(a)(3) and the Regulations thereunder as they now exist or as they may hereafter be amended or replaced.

3. The Foundation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests. The Foundation may not engage in any other business or activity which does not further its ability to act as a supporting organization to the Member under Section 501(c)(3) and Section 509(a)(3) of the Code."

ARTICLE THIRD: ARTICLE VII of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

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**"ARTICLE VII
MEMBERSHIP**

The Foundation shall have as its sole Member, Community Hospice of Northeast Florida, Inc., a Florida not-for-profit corporation d/b/a Community Hospice & Palliative Care, or its successor."

ARTICLE FOURTH: ARTICLE IX of the current Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**"ARTICLE IX
AMENDMENTS TO ARTICLES**

The Foundation's Articles of Incorporation may be altered, amended, modified, repealed, restated and/or supplemented by the Member or by the affirmative consent or vote of a majority of the Board."

ARTICLE FIFTH: ARTICLE XI is hereby added to the current Articles of Incorporation as follows:

**"ARTICLE XI
DISSOLUTION**

No Director, Officer or employee of, or member of a committee of, or person connected with the Foundation, or any other private individual will receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, and no such person or persons will be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. Upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board will be distributed to the Member so long as the Member is at that time an organization exempt from income taxation pursuant to Sections 501(a) and 501(c)(3) of the Code. In the event the Member is not so classified as a tax-exempt organization, or if the Member is not then in existence, then the assets of the Foundation shall be distributed to another organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code with provisions similar to the Member (as determined by the Board of the Foundation) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purposes. 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 Foundation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized exclusively for such purposes. In no event will any liquidating distribution inure to the benefit of a private individual or for-profit corporation, limited liability company, partnership, or other for-profit organization."

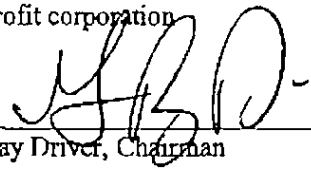
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ARTICLE SIXTH: The amendments to the Articles of Incorporation of the Foundation reflected above were unanimously adopted on September 17, 2018, at a meeting of the sole Member and the Board of Directors of the Foundation at which all the members of the Board of Directors were provided sufficient notice and were present, and such Board members constituted a quorum. The Foundation has no other voting or non-voting Members.

ARTICLE SEVENTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17th day of September, 2018.

COMMUNITY HOSPICE OF
NORTHEAST FLORIDA FOUNDATION
FOR CARING, INC., a Florida not-for-
profit corporation



Ray Driver, Chairman