

N99000003293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

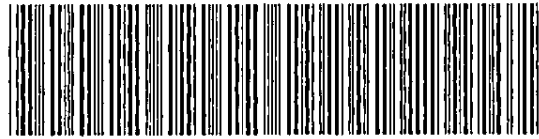
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2020 MAY 22 AM 11:58
TALLAHASSEE, FLORIDA

O SIMMONS

JUN 09 2020



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 JUN -3 11:11:56
TALLAHASSEE, FLORIDA

May 26, 2020

CARLTON FIELDS

SUBJECT: COMMUNITY HOSPICE OF NORTHEAST FLORIDA FOUNDATION
FOR CARING, INC.
Ref. Number: N99000003293

We have received your document for COMMUNITY HOSPICE OF NORTHEAST FLORIDA FOUNDATION FOR CARING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 420A00010396

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 5-22-20

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 43.75

Corporation Name:

Community Hospice of Northeast
Florida Foundation for Caring, Inc

Email Address:

Entity Number:

199000003293

Authorization:

Kim Pullen

Amend. + Rest.

Articles, 5-22-20

X Certified Copy

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

X Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

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Client: 03339

Matter: 39397

Name: K. Murphy

Office: TPA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COMMUNITY HOSPICE OF NORTHEAST FLORIDA
FOUNDATION FOR CARING, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

These Amended and Restated Articles of Incorporation of Community Hospice of Northeast Florida Foundation for Caring, Inc., a Florida not for profit corporation (the "Foundation") are being duly executed and filed by Susan Ponder-Stansel, its Chief Executive Officer, to amend and restate the Foundation's original Articles of Incorporation, which were filed on May 27, 1999, as amended by the Articles of Amendment to Articles of Incorporation filed on November 7, 2018. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

ARTICLE I

Name

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 II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Foundation is 4266 Sunbeam Road Jacksonville, Florida 32257.

ARTICLE III

Term of Existence

The Foundation shall have perpetual existence.

ARTICLE IV

Sole Member

Community Hospice of Northeast Florida, Inc., a Florida not for profit corporation (the "Member"), shall be the sole member of the Foundation. The Member shall be entitled to all rights and powers of a member under the laws of the State of Florida, these Articles of Incorporation, and the Foundation's Bylaws.

ARTICLE V

Purposes and Powers

The Foundation is a Florida not for profit corporation that 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 under Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act), which further the Foundation's exempt purposes. Such activities may include, but are not limited to the payment of overhead expenses, and administrative costs of the Foundation where necessary to carry out the exempt purposes of the Foundation.

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

The Foundation will conduct or support the charitable activities of Alivia Care, Inc., Community Hospice of Northeast Florida, Inc., Alivia Care of Georgia, Inc., Hospice of the Golden Isles, Inc., and Pace Partners of Northeast Florida, Inc. (collectively, the "Beneficiaries"), which are each exempt from federal income taxation under Section 501(a) of the Code as an organization described in Sections 501(c)(3), 509(a)(1), and/or 509(a)(2) of the Code.

The Foundation's exclusive purposes shall be (a) conducting or supporting fundraising activities for the benefit of the Beneficiaries; (b) funding undertakings, programs, and projects in support of the mission and activities of the Beneficiaries which are consistent with the charitable status of the Foundation; and (c) carrying out the charitable purposes of the Beneficiaries. The Foundation shall not operate to support or benefit any organizations other than the Beneficiaries. However, in the event that all of the Beneficiaries cease to be tax-exempt under Section 501(c)(3) of the Code, the Foundation's Board of Directors (the "Board") shall act to dissolve the Foundation and distribute its assets in accordance with these Articles of Incorporation and the Foundation's Bylaws.

ARTICLE VI

Board of Directors

The number of directors on the Board, the procedure for election and appointment of such directors, and the powers of the Board shall be as provided in the Bylaws of the Foundation.

ARTICLE VII

Registered Office and Registered Agent

The registered office of the Foundation is located at 4266 Sunbeam Road Jacksonville, Florida 32257, and the registered agent at such office is Susan Ponder-Stansel, whose acceptance of appointment as registered agent for the Foundation is set forth below.

ARTICLE VIII

Distribution of Assets Upon Dissolution

No director, officer, committee member, Foundation staff member, other person connected with the Foundation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Foundation, and no such person(s) shall

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be entitled to share in the distribution of any of the Foundation's 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 then remaining in the hands of the Board, after all debts have been satisfied, shall be distributed to the Member, so long as the Member is an organization exempt from income taxation pursuant to Sections 501(a) and 501(c)(3) of the Code at the time of the distribution. 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: (a) distributed to another organization that is qualified as exempt under Section 501(c)(3) of the Code and has purpose provisions similar to the Member (as determined by the Board) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code; or (b) distributed to the federal, 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 Duval County, 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, for profit corporation, limited liability company, partnership, or other for profit organization.

ARTICLE IX

Amendments

Subject to the ultimate approval of the Member, these Articles of Incorporation may be amended by a majority of the directors of the Foundation at the annual meeting or any regular or special meeting of the Board, provided written notice containing a full statement of the proposed amendment is sent to each of the directors, by mail, facsimile or email, at least five (5) days prior to the Board meeting at which the proposed amendment shall be presented.

ARTICLE X

Adoption and Approval

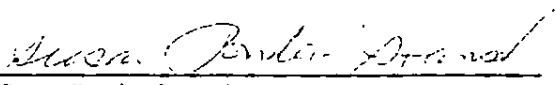
The Board and Member have adopted and approved these Amended and Restated Articles of Incorporation on May 4, 2020 and May 20, 2020, respectively.

ARTICLE XI

Effective Date

These Amended and Restated Articles of Incorporation shall be effective on the filing thereof with the Florida Department of State.


The undersigned has executed these Amended and Restated Articles of Incorporation this 2020 July - 8 AM 7:40
day of May, 2020.


Susan Ponder-Stansel
Chief Executive Officer

SECRETARY'S CERTIFICATE

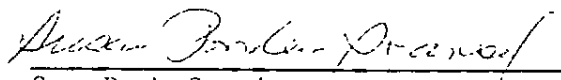
THIS IS TO CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Community Hospice of Northeast Florida Foundation for Caring, Inc. have been duly approved and adopted by the Board of Directors of Community Hospice of Northeast Florida Foundation for Caring, Inc. at a meeting held on May 4, 2020.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation has signed this Certificate this 6th day of May, 2020.


Susan Monahan
Secretary

CONSENT OF REGISTERED AGENT

I, Susan Ponder-Stansel, hereby accept and consent to my appointment as registered agent of Community Hospice of Northeast Florida Foundation for Caring, Inc. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the duties and obligations of his position as registered agent.


Susan Ponder-Stansel

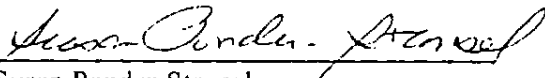
CERTIFICATE

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Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Community Hospice of Northeast Florida Foundation for Caring, Inc. (1) were approved and adopted by the sole member of the Foundation on the 20th day of May 2020 at a regular meeting of the Board of Directors of Community Hospice of Northeast Florida, Inc., and (2) the member vote for such amendments was sufficient for approval.

Dated this 5th day of June 2020.

Community Hospice of Northeast Florida
Foundation for Caring, Inc.

By: 
Susan Ponder-Stansel
Chief Executive Officer

**Board of Directors of
Community Hospice of Northeast Florida Foundation for Caring, Inc.**

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Charlie Arnold
Michael Assaf
Mark Bailey
Mae Connor
Brian Coughlin
Meghan Congro
Will Courtney
Ray Driver
Virginia Hall
Mat Hugo
Fontaine LeMaistre, IV
John W. Logue
Todd Masley
Josh McGraw
Jill McGriff
Marcus McNarnay
Susan Rost Monahan, OD, FAAO
Marcia C. Morales
Jason W. Osborne
Ingrid Perdakis
Clint Pyle
Sheila Rice
Kevin Robbins
Michael E. Ruble
Rebecca Schwam
Susan Ponder-Stansel
Unni Thomas, M.D.
Craig Walker
Lisha Wise