

**Thornton & Torrence, P. A.**  
Attorneys at Law

RONALD G. THORNTON\*  
ALFRED W. TORRENCE, JR.\*  
MARK A. GOETTEL

6645 RIDGE ROAD  
PORT RICHEY, FL 34668  
Phone: 727-845-6224  
Fax: 727-845-7895

\* ACCREDITED ESTATE PLANNER  
NATIONAL ASSOCIATION OF ESTATE PLANNERS

**N9900003833**

June 16, 1999

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

000002909960--3  
-06/21/99--01031--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: HPH PHARMACY AND MEDICAL EQUIPMENT, INC.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for this proposed corporation.

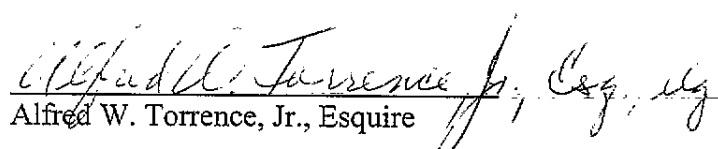
A check in the amount of 78.75 is enclosed to cover the registered agent fee, the filing fee and the certificate of Status.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Yours truly,

THORNTON & TORRENCE, P.A.

  
Alfred W. Torrence, Jr., Esquire

F:\Hospice Hernando\HPH Pharmacy\corporat\letstate.fl  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
99 JUN 21 PM 2:25  
FILED

6/22/99

FILED

99 JUN 21 PM 2:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***ARTICLES OF INCORPORATION***

*of*

### ***HPH PHARMACY AND MEDICAL EQUIPMENT, INC.***

The undersigned, natural person of the age of 18 years or more, acting as incorporator, adopts the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

#### **ARTICLE 1: CORPORATE NAME AND ADDRESS**

The name and address of the Corporation shall be HPH Pharmacy and Medical Equipment, Inc. at 12107 Majestic Blvd., Hudson, Florida 34667.

#### **ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Corporation is organized for the purpose of expanding in-home access to pharmacy and medical equipment services for the frail, elderly and/or chronically ill residents of Pasco and Hernando Counties and surrounding environs who have limited opportunities or ability to acquire such services on their own due to their own physical limitations, moderate to low income levels, and the area's lack of effect public transit.

#### **ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 or in opposition to any candidate for public office.

3.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

#### **ARTICLE 4: DURATION OF CORPORATE EXISTENCE**

The Corporation shall have perpetual existence, unless terminated by due process of law.

#### **ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 6: MEMBER**

The Corporation shall have one member which shall be Hernando-Pasco Hospice, Inc., a Florida not for profit corporation. There will be no other members admitted into the membership.

#### **ARTICLE 7: INCORPORATOR**

The name and residence of the sole incorporator to these articles of incorporation is:

NAME

ADDRESS

Alfred W. Torrence, Jr.

6645 Ridge Road  
Port Richey, Florida 34668

## **ARTICLE 8: OFFICERS**

8.01 Defined. The affairs of the Corporation shall be managed by a president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.

8.02 Election. Officers of the Corporation shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

## **ARTICLE 9: BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall be elected by the member in the manner provided for in the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws but in no case shall the number of Directors be less than three.

## **ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF**

The officers or directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

## **ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS**

The bylaws of the Corporation shall be as adopted by the first Board of Directors. Amendments to the bylaws shall be made as set forth therein.

## **ARTICLE 12: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director

or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

#### ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the articles of incorporation shall be proposed by majority vote of the Board of Directors voting at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting. All such amendments shall be subject to ratification and approval by the member.

#### ARTICLE 14: REGISTERED AGENT

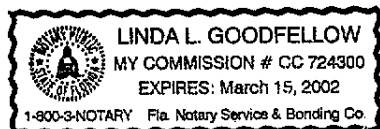
The Corporation's initial registered agent maintains offices at 6645 Ridge Road, Port Richey, Florida 34668, and the registered agent at that address shall be Alfred W. Torrence, Jr.


DATED this 16<sup>th</sup> day of June, 1999.

  
Alfred W. Torrence, Jr.  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 1999, by Alfred W. Torrence, Jr., who is personally known to me and who did not take an oath.



  
Notary Public - State of Florida  
My Commission Expires:


#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I

further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 16<sup>th</sup> day of June, 1999.

HPH Pharmacy and Medical\Corporate\Articles of Inc.

  
\_\_\_\_\_  
Registered Agent

FILED  
99 JUN 21 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA