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C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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EFFECTIVE DATE
1-1-2000

Adventa Hospice, Inc.

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TALLAHASSEE, FLORIDA

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☐ NonProfit

☐ Amendment

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☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

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☐ Change of R.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Adventa Hospice, Inc.
(A NOT-FOR-PROFIT CORPORATION)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
1-1-2000

ARTICLE I

Name

The name of the organization is Adventa Hospice, Inc. (the "Organization").

ARTICLE II

Effective Date

The Articles of Incorporation shall be effective as of January 1, 2000.

ARTICLE III

Duration

The term of existence of the Organization shall be perpetual commencing on the effective date of these articles.

ARTICLE IV

Purposes

The Organization shall be operated for such purposes as may be permitted for not-for-profit corporations that are organized under the Florida Not For Profit Corporation Act, Chapter 617. Specifically, the Organization shall provide hospice services to terminally ill patients and support and enhance the delivery of efficient, high quality, and cost-effective health care services by Adventist Health System Sunbelt Healthcare Corporation ("AHSSHC") by supporting AHSSHC's nursing homes and hospitals operating in the geographic area, such as Highland Manor, Jellico Community Hospital, Takoma Adventist Hospital, Tennessee Christian Medical Center, and Tennessee Christian Medical Center-Portland.

Primarily, the Organization shall provide hospice services to terminally ill patients, including Medicare and Medicaid beneficiaries, residing at home or at the area nursing home(s), including hospice care during any terminally ill patient's admission to a hospital. The Organization shall also provide Indigent Care without charge. The Organization shall be the primary provider of the following hospice services: nursing care, pain management, physical therapy, speech therapy, occupational therapy, respiratory therapy, home health aide, IV therapy, nutritional guidance, medical supplies and equipment, medication for symptom management and pain control, medical social services, bereavement counseling, physician services, pastoral services, and personal care provided by certified nursing care assistants. Further, the Organization may engage in

any and all lawful activities incidental to the foregoing purposes.

The purpose of this Organization is purely charitable, and none of its properties, real or personal, shall benefit any private member or individual but shall ever be used for carrying into effect its primary purpose. The Organization shall operate exclusively and in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Paramount Authority

The Organization is an integral part of the system of medical and educational organizations operated throughout the world in association with the Seventh-day Adventist Church. Accordingly, the Organization shall always operate its total activity consistent with and in furtherance of the goals, activities, and policies of the Seventh-day Adventist Church. To ensure that the Organization operates consistent with and in furtherance of the goals, activities and policies of the Seventh-day Adventist Church, the Organization will be subordinate to and subject to the ultimate authority of AHSSHC. The primary purpose of AHSSHC is to further the goals and objectives of the health ministry of the Seventh-day Adventist Church. AHSSHC, a Florida not-for-profit membership corporation recognized as a tax-exempt

organization pursuant to Sections 501(c)(3) and 509(a) of the Internal Revenue Code, is a charitable and educational organization.

ARTICLE VI

Membership

The Membership of the Organization shall consist of the duly elected members of the Board of Directors of Housecall Medical Resources, Inc. ("HMR"), which are elected by the Board of Directors of North American Health Services, Inc. ("NAHS"). HMR and NAHS are subject to the ultimate control of AHSSHC which control is effectuated through the appointment of the Board of Directors of NAHS (directly) and HMR (indirectly) as hereinafter described.

The Board of NAHS is appointed by AHSSHC, as sole stockholder of NAHS, and the business and affairs of NAHS are managed by its Board. AHSSHC can remove member(s) of the Board of Directors of NAHS with or without cause. Thus, AHSSHC controls NAHS. Moreover, the bylaws of NAHS at Article IV Section 5 provides that the Chairman of the Board of NAHS shall be designated by the Board of Directors of AHSSHC. Similarly, the Vice-Chairman of the Board of NAHS shall be an officer of either AHSSHC or one of the member Seventh-day Adventist Union Conferences, which comprise the Membership of AHSSHC. Consequently, AHSSHC controls NAHS. NAHS is the sole stockholder of HMR and, hence, elects directors to the Board of HMR, which manages the business and affairs of HMR. Therefore, AHSSHC controls HMR also. Accordingly, this Organization shall be a subordinate organization of HMR, which is a subordinate organization of NAHS, both of which are for profit corporations

and subordinate organizations of AHSSHC and, hence, controlled by AHSSHC. Therefore, this Organization is subordinate to and subject to the authority of AHSSHC.

The voting rights of the Membership shall be as set forth in the Bylaws of the Organization. Authority retained by AHSSHC is set forth in the Bylaws of the Organization.

ARTICLE VII

Board of Directors

The powers of this Organization shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors unless reserved to AHSSHC. The Board of Directors shall serve by appointment of the Membership, who shall have the right to elect, appoint or remove any member of the Board with or without cause. The qualifications of the Board Members and the percentage of votes required for action shall be as set forth in the Bylaws of the Organization.

The number of Directors constituting the initial Board of Directors of the Organization is four (4), and the names and titles of the persons who are to serve as Directors until the first annual meeting of the Membership or until their successors are elected and shall qualify are: LaDonna Blom-Antonio, President of Sunbelt Home Health Care, Inc. and Housecall, Medical Resources, Inc. (or her designee); Gregg Davis, Vice President for Finance of Sunbelt Home Health Care, Inc. and Chief Financial Officer of Housecall Medical Resources, Inc. (or his designee); Calvin Wiese, Chief Executive Officer of HealthMagic, Inc. (or his designee); and Robert Henderscheidt, Senior Vice President of Adventist Health System (or his designee).

ARTICLE VIII

Principal Office and Mailing Address

The street address of the Principal Office of the Organization is 6501 Deane Hill Drive, Knoxville, TN 37919.

The mailing address of the Organization is 6501 Deane Hill Drive, Knoxville, TN 37919.

ARTICLE IX

Registered Office and Resident Agent

The registered agent of the Organization is C T Corporation System. The street address of the registered office of the Organization in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE X

Earnings and Activities of the Organization

No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from federal income tax under 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; or (b) by an Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this Organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Organization.

ARTICLE XI

Distribution of Assets

This Organization is not organized nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to private individuals.

This Organization is organized solely for nonprofit purposes. The property, assets, profits and net income of this Organization are irrevocably dedicated to religious and charitable purposes. Hence, no part of the profits and net

income of this Organization shall ever inure to the benefit of any director, officer or member, or to the benefit of any private individual.

Upon the dissolution or winding up of this Organization, the assets that should be transferred to a creditor, claimant, or other person who cannot be found or who is not competent to receive them shall be deposited, within six (6) months after the date fixed for the payment of the final liquidating distribution, with the Department of Banking and Finance, where such assets shall be held until released to the appropriate person upon furnishing of satisfactory proof of entitlement to the assets.

The remaining assets, after payment of or provisions for payment of all debts and liabilities of this Organization, shall be distributed to AHSSHC which is organized and operated exclusively for religious and charitable purposes and has established its tax-exempt status under Sections 501(c)(3) and 509 (a) of the Internal Revenue Code. In the event AHSSHC is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the Organization, the assets of the Organization will be turned over to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE XII
Amendment of Articles
of Incorporation

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote, unless a greater number is required by the Bylaws.

ARTICLE XIII
Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

Connie Bryan
660 East Jefferson Street
Tallahassee, Florida 32301

Connie Bryan
Connie Bryan
Incorporator

December 30, 1999
Date

ARTICLE XIV

Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Buys
C T Corporation System
Registered Agent

12/30/99
Date

CONNIE BUYS
SPECIAL AGENT IN CHARGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA