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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JAN 13 2009

By AMF

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Odyssey VistaCare Hospice Foundatin
2. It is incorporated under the laws of Texas
3. The date of its incorporation is May 18, 1999
4. The address of its principal office in the state or country under the laws of which it is incorporated is:
717 N. Harwood Street, Ste. 1500, Dallas, TX 75201
5. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is C T Corporation System
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
See Attached exhibit A

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7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	See Attached exhibit A	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1-7-09

Odyssey VistaCare Hospice Foundation

Print Exact Name of Corporation Making Application

By William B. Ritz
☐ President or ☒ Vice President (check one)

AND
By William B. Ritz
☒ Secretary or ☐ Assistant Secretary (check one)

Exhibit A

The officers for the Foundation are:

Richard R. Burnham - President
W. Bradley Bickham - Vice President, Secretary and Treasurer
Current Address: 717 N. Harwood Street, Ste. 1500, Dallas, TX 75201

The directors for the Foundation are:

Richard R. Burnham
W. Bradley Bickham
Thomas Rollerson
David L. Steffy
Current Address: 717 N. Harwood Street, Ste. 1500, Dallas, TX 75201

Purpose Clause

Odyssey VistaCare Hospice Foundation's mission is to support and educate persons and organizations dealing with life limiting illnesses. The Foundation is committed to support deserving organizations and causes associated with hospice and palliative care and giving compassionate assistance to those at the end-of-life's journey.

To fulfill its mission, Odyssey VistaCare Hospice Foundation makes gifts, grants and contributions to organizations described in Section 501(c)(3) of the Internal Revenue Service. Odyssey VistaCare Hospice Foundation also conducts programs in furtherance of its mission.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

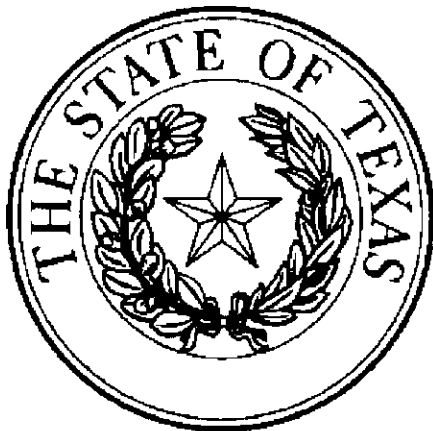
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Odyssey VistaCare Hospice Foundation
Filing Number: 153609201

Articles Of Incorporation
Articles of Amendment

May 18, 1999
October 03, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 07, 2009.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

ARTICLES OF INCORPORATION OF
ODYSSEY HEALTHCARE FOUNDATION

FILED
In the Office of the
Secretary of State of Texas
MAY 18 1999
Corporations Section

I, the undersigned natural person, of the age of eighteen (18) years or more, acting as the incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation (the "Corporation").

ARTICLE ONE

The name of the Corporation is Odyssey HealthCare Foundation

ARTICLE TWO

The Corporation is a non-profit corporation

ARTICLE THREE

The period of the Corporation's duration is perpetual

ARTICLE FOUR

The Corporation is organized and is to be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of such purposes, the Corporation will.

(1) make gifts, grants and contributions to organizations described in Section 501(c)(3) of the Code, and

(2) perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation

The broadest discretion is vested in and conferred upon the board of directors for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Texas

ARTICLE FIVE

The street address of the Corporation's initial registered office is 717 N Harwood, Suite 1500, Dallas, Texas 75201, and the name of its initial registered agent at such address is Doug B Cannon, 717 N Harwood, Suite 1500, Dallas, Texas 75201

ARTICLE SIX

The number of directors constituting the initial board of directors of the Corporation is three (3) and the names and address of the persons who are to serve as the initial directors are

<u>Name</u>	<u>Address</u>
Richard R Burnham	717 N Harwood, Suite 1500 Dallas, Texas 75201
David C. Gasmire	717 N Harwood, Suite 1500 Dallas, Texas 75201
Doug B Cannon	717 N Harwood, Suite 1500 Dallas, Texas 75201

ARTICLE SEVEN

The name and street address of the incorporator is Doug B Cannon, 717 N Harwood, Suite 1500, Dallas, Texas 75201

ARTICLE EIGHT

Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation shall not

(1) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes),

(2) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise,

(3) participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, or

(4) attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives

ARTICLE NINE

The Corporation shall have no members

ARTICLE TEN

Upon the dissolution of the Corporation, after payment or provision for payment of the Corporation's liabilities has been made, the Corporation's remaining assets shall be distributed to an organization selected by majority vote of the board of directors, provided that such organization is at the time of such distribution an organization described in Section 501(c)(3) of the Code. The amount of any distribution made under this ARTICLE TEN shall be determined by the board of directors.

ARTICLE ELEVEN

Any action required by law, these Articles of Incorporation, or the Bylaws to be taken at a meeting of the directors of the Corporation or any action that may be taken at a meeting of the directors of the Corporation or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted.

ARTICLE TWELVE

To the fullest extent permitted by Texas statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this ARTICLE TWELVE by the directors of the Corporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE THIRTEEN

As used herein the term "Code" refers to the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States.

IN WITNESS WHEREOF, I have hereunto set out my hand this 14th day of MAY, 1999


Doug B Cannon

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, notary public, do hereby certify that on this 14th day of May, 1999, personally appeared before me Doug B Cannon, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true

Given IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public in and for
The State of TEXAS

May 13, 1999

Corporations Section
Office of the Secretary of State
James Earl Rudder State Office Building
1019 Brazos
Austin, Texas 78701

Re: Consent to Use of Similar Corporate Name

To whom it may concern

Please be advised that Odyssey HealthCare, Inc , a Delaware corporation qualified to do business in Texas, hereby consents to the use of the name "Odyssey HealthCare Foundation" as the name of a Texas non-profit corporation

If you have any questions, please contact the undersigned

Very truly yours,

Odyssey HealthCare, Inc

By 

Name Richard R Burnham

Title President

FILED
In the Office of the
Secretary of State of Texas

OCT 03 2008

Corporations Section

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

ODYSSEY HEALTHCARE FOUNDATION

Odyssey HealthCare Foundation (the "Corporation") pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, hereby adopts the following articles of amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the corporation is Odyssey HealthCare Foundation.

ARTICLE TWO

The amendment changes Article One of the original Articles of Incorporation to change the name of the Corporation. Article One of the original Articles of Incorporation is amended to read as follows:

"The name of the Corporation is Odyssey VistaCare Hospice Foundation."

ARTICLE THREE

The Corporation has no members. The amendment to the Articles of Incorporation was adopted by the unanimous written consent of the directors of the Corporation on the 2nd day of October, 2008, in conformity with the provisions of the Texas Non-Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation on October 2, 2008.

ODYSSEY HEALTHCARE FOUNDATION

By: W. Bradley Bickham
W. Bradley Bickham, Secretary

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Secretary of State