

**Amended and Restated Articles of Incorporation of
~~California Hospice Foundation~~, California Hospice and Palliative Care Association, A
California Nonprofit Public Benefit Corporation***

ARTICLE I.

The name of the corporation is ~~California Hospice Foundation~~, California Hospice and Palliative Care Association, a California nonprofit public benefit corporation.

ARTICLE II.

1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
2. The specific purpose of this corporation shall be to support and promote the delivery of palliative and hospice care for patients suffering from a life limiting illness and their families through:
 - (a) Active participation in any and all fundraising activities permitted to a tax exempt organization under the Internal Revenue Code of 1986, as amended, and the laws of the State of California;
 - (b) Obtaining and providing funding to support and promote the delivery of hospice and palliative care to patients and their families;
 - (c) Encouraging and supporting the delivery of high quality palliative and hospice care services;
 - (d) Providing public education on end of life issues that promotes utilization of palliative care and hospice services;
 - (e) Developing and providing high quality education and training for staff and volunteers involved in the delivery of end of life care, including hospice and palliative care services;
 - (f) Being a resource to fund appropriate research on improving end of life care;
 - (g) Providing information and referrals on the location and status of hospice and palliative care programs;
 - (h) Forming strategic alliances to further the corporation's mission;
 - (i) Encouraging and supporting the continued growth and development of hospice and palliative care providers through networking and technical assistance;

(j) Monitoring state and national legislative and policy-related developments that impact hospice and palliative care programs; and

(k) Carrying on other charitable activities associated with this goal as allowed by law.

ARTICLE III.

This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE IV.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)), and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE V.

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

ARTICLE VI.

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes, if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law); has established its tax-exempt status under Revenue and Taxation Code §23701d (or the corresponding section of any future California revenue and tax law); and satisfies the requirements of Revenue and Taxation Code §214.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Adopted 7-10-15