

**CHARTER OF
COMPENSATION, CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
GENTIVA HEALTH SERVICES, INC. (the “Corporation”)**

I. Statement of Policy

The Committee seeks to:

- (i) establish and put into practice competitive human resource compensation programs to attract, retain and motivate qualified senior executives and to align those executives’ financial interests with the interests of the Corporation’s shareholders;
- (ii) establish and put into practice guidelines representing the highest standards of corporate governance; and
- (iii) identify and attract highly qualified candidates to serve on the Board of Directors.

II. Organization and Membership

The Compensation, Corporate Governance and Nominating Committee (the “Committee”) shall be a committee of the Board of Directors of the Corporation (the “Board”) comprised of a minimum of three directors, each of whom must be an “Independent Director” (as defined below) and free of any relationship that, in the opinion of the Board, would interfere or appear to interfere with their exercise of independent judgment in carrying out the responsibilities of a member of the Committee or a Director. In addition, each member of the Committee must be a “Non-Employee Director” (as defined below) and must be an “Outside Director” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder.

The full Board shall appoint the initial members of the Committee at a meeting called for such purpose, each of whom shall serve until the Board’s next annual meeting. Members of the Committee shall thereafter be appointed by the full Board at the Board’s annual meeting and shall serve one-year terms. Upon the removal or resignation of a member, the full Board may appoint a successor to serve the remainder of the unexpired term. One member of the Committee will be appointed chairperson by the Board.

III. Meetings

The Chairperson of the Committee will establish the agenda for each Committee meeting. The Committee will hold at least two meetings per year or more frequently as

circumstances dictate. The Committee shall meet in executive session to discuss and approve the compensation of the Chief Executive Officer.

IV. Powers and Responsibilities

Executive Officer and Director Compensation

The Committee will:

- Determine the compensation of the Corporation's Chief Executive Officer, including awards of stock options, bonuses and other incentives, and discuss its determination with the Board in executive session. In determining the appropriate compensation to be awarded to the CEO, the Committee will consider:
 - the evaluation of the CEO's performance in light of the corporate goals and objectives;
 - the Corporation's performance, including the level of achievement of quantitative objectives;
 - the recommendations of independent consultants;
 - reviews of compensation paid to CEOs at companies determined by the Committee.

In addition, in determining the long-term incentive compensation of the CEO, the Committee will consider, among other factors, the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Corporation's CEOs in past years.

- Advise the Board on standards for the selection and evaluation of the Chief Executive Officer and management and planning for succession of management.
- Review and approve goals and objectives relevant to the compensation of the Corporation's other executive officers, evaluating such executive officers' performance in light of those goals and objectives and determining such executive officers' compensation based on this evaluation.
- Advise the Board on trends in compensation programs for directors, with a view towards aligning such compensation with shareholder interests, and provide guidance regarding certain director compensation matters, including the amount and type of compensation for each director.
- Review and discuss the Corporation's Compensation Discussion and Analysis to be included in the Corporation's annual proxy statement and produce a report of

the Committee as required by the rules and regulations of the Securities and Exchange Commission for inclusion in that proxy statement.

Benefit Plans

The Committee will:

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- Approve option grants, stock awards and other awards under the Corporation's 2004 Equity Incentive Plan.
- Administer the Corporation's Executive Officers' Bonus Plan.
- Exercise general oversight of the Corporation's benefit plans and evaluate any proposed new retirement or executive benefit plans.

Corporate Governance

The Committee will:

- Monitor and safeguard the Board's independence.
- Monitor compliance by the members of the Board with director continuing education requirements.
- Oversee and review the Corporation's processes for providing information to the Board.
- Devise and propose to the full Board corporate governance guidelines setting forth standards regarding director qualification, tenure, resignation and succession; standards regarding the number of boards on which a director may serve; duties and responsibilities of directors; guidelines regarding director orientation and continuing education; requirements that the Board conduct an annual self-evaluation to review its committees and to ensure that the Board and its committees are conducting themselves in an efficient manner.
- Devise and propose to the full Board a code of business conduct and ethics for directors, officers and employees addressing conflicts of interest transactions and compliance with applicable laws with enforcement mechanisms for violations.
- Consult with management and the Board on matters of corporate culture and values.

Director Nominations

The Committee will:

- Establish standards for selecting new Board members.
- Recommend the director nominees for the next annual meeting of the shareholders of the Corporation, subject to the approval of the full Board.

Miscellaneous

The Committee will:

- Have sole authority, without full Board action, to retain and terminate outside advisors, such as compensation consultants and search firms to identify director candidates.
- Cooperate in an annual performance evaluation of the Committee by the Board.
- Have the authority to establish its organizational structure.
- Advise the Board of its actions on a regular basis and submit minutes of all meetings to the Board.
- Recommend proposed changes to the Corporation's certificate of incorporation or bylaws.
- Review and reassess this Charter and submit any suggested changes to the Board for its review.
- Post this Charter on the Corporation's website.

Definitions

- For purposes of this Charter, the term "Independent Director" means: a person other than an executive officer or employee of the Corporation or its subsidiaries or any other individual having a relationship which, in the opinion of the Corporation's Board of Directors, would interfere with or appear to interfere with the exercise of independent judgment in carrying out the responsibilities of a member of the Committee or a director. The following persons shall not be considered independent:
 - (a) a director who is, or at any time in the past three years was, employed by the Corporation or any parent or subsidiary of the Corporation;

- (b) a director who accepts or who has a Family Member who accepts any compensation from the Corporation or any parent or subsidiary of the Corporation, including political contributions, in excess of the amount set forth in applicable NASDAQ rules then in effect during any period of twelve consecutive months within the three years preceding the determination of independence, other than compensation for board or board committee service, payments arising solely from investments in the Corporation's securities, compensation paid to a Family Member who is a non-executive employee of the Corporation or a parent or subsidiary of the Corporation or benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- (c) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation as an executive officer;
- (d) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization, including a nonprofit entity, to which the Corporation made, or from which the Corporation received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more (other than payments arising solely from investments in the Corporation's securities or payments under non-discretionary charitable contribution matching programs);
- (e) a director who is, or who has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the Corporation's executive officers serve on that other entity's compensation committee; or
- (f) a director who is, or has a Family Member who is, a current partner of the Corporation's independent registered public accounting firm, or was a partner or employee of the Corporation's independent registered public accounting firm who worked on the Corporation's audit at any time during the past three years.

- For purposes of this Charter, the term "Family Member" means a person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home.
- For purposes of this Charter, the term "Non-Employee Director" means a director who is not one or more of the following persons:

- (a) a director who has received, in the last fiscal year or current fiscal year, compensation, either directly or indirectly, from the Corporation or any parent or subsidiary of the Corporation for services rendered as a consultant or in any capacity other than as a director in an amount that exceeds \$120,000; and
- (b) a director who has, or whose “immediate family member” has, a direct or indirect material interest in any transaction made in the Corporation’s last fiscal year or proposed in the current year in which the amount involved exceeded or is expected to exceed \$120,000 and in which the Corporation or any of its subsidiaries participated or is expected to participate.

For purposes of this definition, “immediate family member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director, and any person (other than a tenant or employee) sharing the director’s household.

Amended as of September 3, 2009