

CORP
103 N. MERIDIAN STREET, TALLAHASSEE, FL 32301
222-1173

705561

FILED
00 MAY 17 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 5-17-00

REF. #: 0150. 11870

CORP. NAME: The Hebrew Home for the Aged
of Miami Beach, Inc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

Amend

STATE FEES PREPAID WITH CHECK# 7809 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials AR
5/17/00

RECEIVED
00 MAY 17 AM 10:10
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA
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-05/17/00-01027-016
*****43.75 *****43.75

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.**

FILED
00 MAY 17 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **THE HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.** (the "Corporation"), Charter #705561, filed on May 6, 1963.

2. The following Amendment to the Articles of Incorporation was adopted by the Directors of the Corporation, the number of votes cast being sufficient for approval, on May 12, 2000 in the manner prescribed by Section 617.1002 of the Act:

(a) ARTICLE III - POWERS, Subsections (c) and (d) are deleted in their entirety and replaced with the following and Subsection (e) is added:

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of 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.

(e) 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 payments and distributions in furtherance of the purposes set forth in Article II hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

(b) Article IV - DIRECTORS AND OFFICERS is deleted in its entirety and replaced with the following:

Article IV - DIRECTORS AND OFFICERS

The Corporation shall have at least five (5), but no more than twenty-five (25), Directors and each Board of Directors shall elect its successor. Membership in the Corporation shall at all times be limited to individuals who are Directors of the Corporation and each Director shall be a Member of the Corporation. In the event that a Director ceases to be a Director, the Director shall automatically resign as a Member of the Corporation.

The Officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Corporation shall have at a minimum a President, Vice-president, Treasurer and Secretary, but may have other officers as indicated by the By-laws from time to time.

(c) Article V - BY-LAWS is deleted in its entirety and replaced with the following:

Article V - BY-LAWS

The By-Laws, and any amendments or additions thereto may be adopted by a majority vote of the Board of Directors, as long as such By-Laws are not inconsistent with the provisions of these Articles.

(d) ARTICLE VII - INDEBTEDNESS is deleted in its entirety.

(e) ARTICLE VIII - REAL ESTATE is deleted in its entirety.

(f) ARTICLE IX is deleted in its entirety.

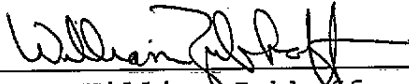
(g) ARTICLE X is deleted in its entirety.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. Pursuant to the Articles of Incorporation and the By-laws of the Corporation, the Members of the Corporation are not entitled to vote on this amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **THE HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.** this ____ day of May, 2000.

**THE HEBREW HOME FOR THE AGED OF
MIAMI BEACH, INC.**

By: 
Print Name: William Zubkoff
Title: President

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