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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 MENORAH MANOR, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MENORAH MANOR, INC.
A Florida Corporation Not For Profit**

PURSUANT to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, **MENORAH MANOR, INC.**, a Florida not for profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **MENORAH MANOR, INC.**, and the date of filing its original Articles of Incorporation with the Secretary of State was January 30, 1981.
2. The Corporation does not have members.
3. These Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation that were duly adopted by the Board of Trustees of the Corporation at a meeting on November 19, 2018.
4. The original Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

ARTICLE I

The name of this corporation is **MENORAH MANOR, INC.**

ARTICLE II

The purposes for which this corporation is organized are:

- A. To exist and operate exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its Trustees or officers or to other private persons, except that this corporation shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

B. To provide for elderly persons, on a non-profit basis, housing and related facilities and services especially designed to meet the physical, social and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living.

C. To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the purposes of this corporation.

D. To operate without regard to race, creed, age, sex, religion or national origin.

E. To carry out its functions such that no substantial part of this corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. This 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.

F. To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time; provided, however, that no part of the assets, income or profits of this corporation shall be distributable to, or inure to the benefit of, any Trustee, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization, and no Trustee, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization shall receive any benefit from this corporation except such reasonable compensation as may be allowed for services actually rendered to this corporation.

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G. To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation, except that this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes, or any successor thereto.

ARTICLE III

The current place of this corporation's operation and office is 255 59th Street North, St. Petersburg, Florida 33710.

ARTICLE IV

Upon the termination, dissolution or winding up of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of this corporation, distribute all assets of this corporation to one or more organizations selected by the Board of Trustees organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

A. Board of Trustees. This corporation shall have a Board of Trustees of at least seven (7) members. The number of Trustees herein provided for may be changed by Bylaws

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duly adopted by the Trustees entitled to vote. Trustees shall be elected annually by majority vote of the Board of Trustees.

B. Elected Officers. The officers of this corporation shall be as provided in the Bylaws.

ARTICLE VII

The Bylaws of this corporation may be amended or repealed in whole or in part by the Trustees in the manner provided therein.

ARTICLE VIII

The name and address of this corporation's current registered agent and registered office are Robert Goldstein, 255 59th Street North, St. Petersburg, Florida 33710.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Trustees after being presented to a quorum of Trustees for their vote. Amendments may be adopted by a vote of a majority of Trustees of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19th day of November, 2018.

By: 
Robert Goldstein
Chief Executive Officer

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, Menorah Manor, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Menorah Manor, Inc.
2. The name and address of the registered agent and office are Robert Goldstein, 255 59th Street North, St. Petersburg, Florida 33710.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, ROBERT GOLDSTEIN HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. ROBERT GOLDSTEIN FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Robert Goldstein

Date: November 19, 2018

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