

N00000003291



ACCOUNT NO. : 072100000032  
REFERENCE : 697020 81624A  
AUTHORIZATION : Patricia Puget  
COST LIMIT : \$ 78.75

ORDER DATE : May 15, 2000  
ORDER TIME : 3:58 PM  
ORDER NO. : 697020-005  
CUSTOMER NO: 81624A

900003253729-3

CUSTOMER: Ms. Ellie Garcia  
J. PATRICK FITZGERALD, PA  
J. PATRICK FITZGERALD, PA  
Suite 3-b  
110 Merrick Way  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: MIAMI-DADE NURSING CENTER,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kari Renfroe

2553  
~~1000 12698~~

EXAMINER'S INITIALS:

FILED  
00 MAY 15 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 MAY 15 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 16, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MIAMI-DADE NURSING CENTER, INC.  
Ref. Number: W00000012698

We have received your document for MIAMI-DADE NURSING CENTER, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 000A00027407

RESTITUTION  
Please return original  
document to the filer.

RECEIVED  
00 MAY 18 PM 12:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FILED**  
00 MAY 15 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE NURSING CENTER, INC.  
(A Florida not-for-profit corporation)**

The undersigned, for the purpose of forming a Florida not for profit Corporation under the Florida Not For Profit Corporation Act, Florida Statute Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the "Corporation") is "MIAMI-DADE NURSING CENTER, INC." and its principal office is located at 4740 N. State Road 7, Building C, Suite 100, Lauderdale Lakes, FL 33319.

**ARTICLE II  
PURPOSE**

- (a) The specific and primary purposes for which this corporation is formed is to operate a Catholic nursing home and related facilities, firmly committed to implementing and advancing the social and charitable apostolate of the Roman Catholic Church as it applies to the elderly and the infirm.
- (b) This corporation is being formed as part of the social ministry of the Catholic Church and therefore will operate under the supervision and direction of the Archbishop of the Archdiocese of Miami.
- (c) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- (d) This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- (e) Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE III  
POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the corporation shall be:

- (a) To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of MIAMI-DADE NURSING CENTER, INC., and other affiliated organizations;
- (b) To lease all or a portion of such real and personal property;
- (c) To borrow funds in order to acquire, expand, enhance, support or maintain the activities of the corporation or any of its affiliated organizations;
- (d) To make charitable contributions to any affiliated organizations;
- (e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (f) To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV  
QUALIFICATIONS FOR MEMBERS AND THE  
MANNER OF THEIR ADMISSION

The Member shall be the Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, and his successors in office. Additional Member(s) may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Member(s) may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

ARTICLE V.  
RESERVATION OF POWERS TO MEMBERS

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member(s):

- (a) The operating philosophy of the corporation shall be approved by Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The corporation may not be merged or dissolved without the express written approval of the Member(s).

ARTICLE VI  
SUBSCRIBER

The name and residence of the subscriber to these Articles of Incorporation is:

The Most Reverend John C. Favalora  
Archbishop of the Archdiocese of Miami  
9401 Biscayne Boulevard  
Miami Shores, FL 33138

ARTICLE VII  
BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than forty (40) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as he/they may determine, in his/their sole discretion.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

Joseph M. Catania

4740 N. State Road 7, Lauderdale Lakes, FL 33319

Reverend Monsignor William J. Hennessey 9401 Biscayne Blvd., Miami Shores, FL 33138

Reverend Monsignor John J. Vaughan

9401 Biscayne Blvd., Miami Shores, FL 33138

Thomas Pennekamp

6710 LeJeune Road, Coral Gables, FL 33146

ARTICLE VIII  
TERM AND COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence and shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IX  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation is J. Patrick Fitzgerald, Esquire, whose post office address is 110 Merrick Way, Suite 3-B, Coral Gables, FL 33134.

ARTICLE X  
BYLAWS

The Member(s) shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

ARTICLE XI  
OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and Assistant Officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such Officers shall be elected by the Member(s). The Member(s) may remove any or all of the Officers from office, with or without cause, and at such time as the Member(s) may determine.

The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:

Joseph M. Catania	President
Reverend Monsignor William J. Hennessey	Vice President/Secretary
Reverend Monsignor John J. Vaughan	Treasurer

ARTICLE XII  
LIMITATIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, provided, however, the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

ARTICLE XIII  
CONDUCT OF AFFAIRS

The business and affairs of the corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE XIV  
DISSOLUTION

Upon the dissolution of the corporation, the Members of the corporation shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, to the Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole, a Florida not-for-profit corporation, an organization exempt from taxation under Section 501(c)(3) of Code, or if such corporation is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then it shall be distributed to an organization exempt from taxation under Section

(c)(3) of the Code at the direction of the then Archbishop of the Archdiocese of Miami. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XV  
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Member(s).

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 11<sup>th</sup> day of May, 2000, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

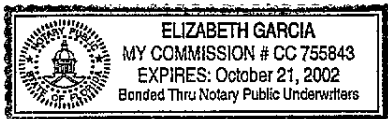
By: John C. Favalora  
The Most Reverend John C. Favalora  
Archbishop of the Archdiocese of Miami

STATE OF FLORIDA        )  
                                      )        SS  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of May, 2000, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami who is personally known to me or has produced N/A as identification.

Elizabeth Garcia  
Notary Public, State of Florida

My Commission Expires:





ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open



\_\_\_\_\_  
J. Patrick Fitzgerald  
Registered Agent

Dated: May 11, 2000.

**FILED**  
00 MAY 15 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA