

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

10000005237

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 8-10-00

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*****78.75 *****78.75

REF. #: 0150.12706

CORP. NAME: HEBREW HOMES HEALTH
NETWORK, INC.

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

FILED
AUG 10 PM 1:22
TALLAHASSEE, FL
STATE

STATE FEES PREPAID WITH CHECK# 8536 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials

RECEIVED

00 AUG 10 AM 10:31

AUG 10 2000

**ARTICLES OF INCORPORATION
OF
HEBREW HOMES HEALTH NETWORK, INC.
(A Florida Corporation Not For Profit)**

FILED
00 AUG 10 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is HEBREW HOMES HEALTH NETWORK, INC.
(hereinafter called the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:
320 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to
law.

**ARTICLE IV
PURPOSES**

The purposes of the Corporation shall, without limitation, include the following:

1. To provide, on a nonprofit basis, support to its affiliated entities in the provision of health care facilities and services for the sick and aged;
2. To promote healing and the general health and welfare of the community in which the aforesaid related facilities of the Corporation are located, for the benefit and welfare of the community and not for the individual benefit of the members or directors of the Corporation;
3. To do all things which may be necessary to enable the Corporation to secure and retain tax exempt status as a nonprofit, charitable, religious, scientific and/or educational institution in accordance with applicable regulations of the Internal Revenue Service existing from time to time;

4. To engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed; and

5. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida.

ARTICLE V **POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI **GOVERNING BOARD**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than four (4). The number and method of election of the directors of the Corporation shall be as stated in the Bylaws. The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Marshall H. Berkson
320 Collins Avenue
Miami Beach, Fl 33139

Dr. Salvatore Certo
320 Collins Avenue
Miami Beach, Fl 33139

Capt. Marvin Greenwald
320 Collins Avenue
Miami Beach, Fl 33139

Joan Brent
320 Collins Avenue
Miami Beach, Fl 33139

Capt. Hyman Galbut
320 Collins Avenue
Miami Beach, Fl 33139

Allan Hirschfield
320 Collins Avenue
Miami Beach, Fl 33139

Dr. Lynn Carmichael
320 Collins Avenue
Miami Beach, Fl 33139

Russell Galbut
320 Collins Avenue
Miami Beach, Fl 33139

Daniel Holtz
320 Collins Avenue
Miami Beach, Fl 33139

Felice P. Schwartz
320 Collins Avenue
Miami Beach, Fl 33139

Dr. William Zubkoff
320 Collins Avenue
Miami Beach, Fl 33139

Eliot Kalus
320 Collins Avenue
Miami Beach, Fl 33139

Dr. Rafael Soto
320 Collins Avenue
Miami Beach, Fl 33139

Dr. Sanford Ziff
320 Collins Avenue
Miami Beach, Fl 33139

Dr. Irwin Roth
320 Collins Avenue
Miami Beach, Fl 33139

ARTICLE VII **MEMBERSHIP**

The members shall be the directors from time to time.

ARTICLE VIII **DISSOLUTION**

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.

ARTICLE IX **CHARITABLE RESTRICTIONS AND LIMITATIONS**

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.

ARTICLE X BYLAWS

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members.

ARTICLE XII
OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 320 Collins Avenue, Miami Beach, Florida 33139, and the name of its initial registered agent at such office is William Zubkoff.

ARTICLE XIII
INCORPORATOR

The incorporator of the Corporation is William B. Eck, Esq. and his address is Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

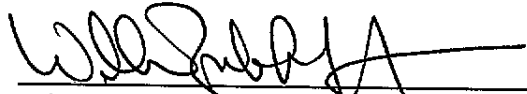
DATED: August 8, 2000.



William B. Eck, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HEBREW HOMES HEALTH NETWORK, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.



William Zubko, Registered Agent

Date: August 8, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA