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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. Birch DEC 22 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 835326 81624A

AUTHORIZATION :

COST LIMIT : \$ 78.75

[Handwritten signature]

ORDER DATE : December 22, 2008

ORDER TIME : 10:29 AM

ORDER NO. : 835326-005

CUSTOMER NO: 81624A

DOMESTIC FILING

NAME: MIRAMAR SENIOR HOUSING PROJECT, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
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CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: _____

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2008 DEC 22 PM 4: 20

**ARTICLES OF INCORPORATION
OF MIRAMAR SENIOR HOUSING PROJECT, INC.,
a Florida Not for Profit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is MIRAMAR SENIOR HOUSING PROJECT, INC., a Florida not for profit corporation ("Corporation"), and its principal place of business and mailing address is 4790 North State Road 7, Lauderdale Lakes, FL 33319.

**ARTICLE II
PURPOSE**

The Corporation is organized as a not for profit organization exclusively for religious and charitable purposes. The specific and primary purposes of the corporation are:

- (a) To develop and operate senior housing.
- (b) The 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 Corporation's member(s).
- (c) The general purposes for which the 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) The 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
QUALIFICATIONS FOR MEMBERS AND THE
MANNER OF THEIR ADMISSION

The initial member shall be The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, his successors in office. Additional Members 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 IV
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 the 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 V
ADDRESS OF REGISTERED OFFICE
NAME OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE VI
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 they may determine, in their sole discretion.

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

Mr. Ralph E. Lawson
Exec. Vice President & CFO
Baptist Health Systems
6855 Red Road, Suite 600
Coral Gables, FL 33143

Rev. Msgr. William J. Hennessey, V.G.
Archdiocese of Miami
9401 Biscayne Boulevard
Miami Shores, FL 33138

Rev. Msgr. Tomas Marín
Our Lady of Guadalupe
3900 N.W. 79 Avenue, Suite 731
Miami, FL 33166

Rev. Msgr. Franklyn M. Casale
St. Thomas University
16400 N.W. 32 Avenue
Miami, FL 33054

Ms. Patricia Palamara
4200 Mangrum Court
Hollywood, FL 33021

Mr. Rudy J. Noriega
3529 Gulfstream Way
Davie, FL 33328

Mr. Bud Farrey
1315 Bay Terrace
North Bay Village, FL 33141

Len T. Sperry, MD, Ph.D.
659 N.W. 38 Circle
Boca Raton, FL 33431

Asif D. Jamal
1028 Cotorro Avenue
Coral Gables, FL 33146

Ms. Ana Mederos
4775 Collins Avenue, #1908
Miami Beach, FL 33141

Mr. Mark Panciera
The Whitmore Group Ltd
401 East Las Olas Blvd., Suite 1400
Ft. Lauderdale, FL 33301

Kenneth C. Fischer, MD
1190 N.W. 95 Street, Suite 402
Miami, FL 33150

Mr. Aurelio Fernandez
Administrator
Memorial Hospital Miramar
1901 S.W. 172 Avenue
Miramar, FL 33029

Mrs. Claudia de la Cruz
460 South Mashta Drive
Key Biscayne, FL 33149

Mr. Aristides Pallin
630 Sevilla Avenue
Coral Gables, FL 33134

ARTICLE VII
NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the incorporator is:

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

ARTICLE VIII
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE X
BYLAWS

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

ARTICLE XI
OFFICERS

Section 1. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and may be provided in the Bylaws. 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 Members may determine.

Section 2. The names of the persons who shall serve as the initial Officers of the Corporation are:

| <u>Name</u> | <u>Office</u> |
|---------------------------------------|---------------------|
| Joseph M. Catania | President |
| Rev. Msgr. William J. Hennessey, V.G. | Secretary |
| Rev. Tomas M. Marín | Assistant Secretary |
| J. Patrick Fitzgerald, Esq. | Assistant Secretary |

ARTICLE XII
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 develop and operate senior housing;
- (b) To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;
- (c) To make charitable contributions to any affiliated organizations;
- (d) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (e) To utilize its income in furtherance of the foregoing objectives.

ARTICLE XIII
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 Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV **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 the Corporation.

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 have subscribed my name this 18 day of December, 2008.

Incorporator:

John C. Favalora
The Most Reverend John C. Favalora

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

ss:

The foregoing instrument was acknowledged before me this 18 day of December, 2008, by The Most Reverend John C. Favalora, as Archbishop of the Archdiocese of Miami, as Incorporator, on behalf of the Corporation. (Check one) He is personally known to me or [] He has produced _____ as identification.

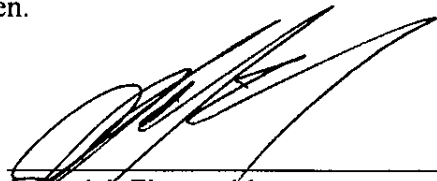
Margie R. Pontillo
NOTARY PUBLIC-STATE OF FLORIDA,
At Large.

Print, type or stamp Notary name:



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

JPF/eg/542-001/JPF-ARTICLES-OF-INC-FINAL 12-4-08