N 96000004160

Morris Miller, Esq.

Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. AGE Institute of Florida, Inc # N96000004160
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ______ ☑ Certified Copy Articles & Amendment

☐ Mail out ☑ Will wait ☐ Photocopy ☑ Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
✓	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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-09/30/98--01002--026
*****96.25 *****96.25

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

9-30-98

Examiner's Initials CC

CR2E031(1.95)

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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AGE Institute of Florida, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

FIRST: Purpose of Corporation. The Corporation's sole purpose shall be owning and managing the following eleven healthcare facilities: Bartow Center, Bartow, Florida; Bay Center, Panama City, Florida; Clearwater Center, Clearwater, Florida; Egret Cove Center, St. Petersburg, Florida; Emerald Coast Center, Ft. Walton, Florida; Boca Ciega Center, Gulfport, Florida; Lakeland Hills Center, Lakeland, Florida; The Groves Center, Lake Wales, Florida; Tarpon Bayon Center, Tarpon Springs, Florida; University Healthcare and Rehabilitation Center East, Deland, Florida; University Healthcare and Rehabilitation Center West, Deland Florida and engaging in incidental activities in connection therewith.

[Amendments continued on attached pages.]

SIXTH: ~~SECOND:~~ The date of adoption of the amendment(s) was: September 29, 1998

SEVENTH: ~~THIRD:~~ Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

AGE Institute of Florida, Inc.
Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Carol A. Tschop
Typed or printed name

President — Title

September 29, 1998 — Date

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

AGE Institute of Florida, Inc.

(continued)

SECOND: Independent Directors. At all times, at least one of the directors of the Corporation must be in Independent Director. As used herein the term "Independent Director" shall mean a director of the Corporation who is not at the time of initial appointment and has not been at any time during the preceding five (5) years: (i) a stockholder, director, officer, employee, partner or member of the Corporation, or any Affiliate thereof (as such term is hereinafter defined); (ii) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the Corporation, or any Affiliate thereof; (iii) a person or other entity controlling or under common control with any such stockholder, member, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.

THIRD: Unanimous Vote. The following actions shall require a unanimous vote of all directors, including the Independent Director: (i) take any Bankruptcy Action (as such term is hereinafter defined); (ii) dissolve, liquidate, consolidate, merge or sell all or substantially all of the Corporation's assets; (iii) amend or recommend the amendment of the Corporation's Articles of Incorporation or Bylaws; and (iv) engage in transactions with an Affiliate. As used herein the term "Affiliate" means any person or entity other than the Corporation which is: (i) a stockholder, director, officer, employee, partner or member of the Corporation, or any Affiliate thereof; (ii) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the Corporation, or any Affiliate thereof; (iii) a person or other entity controlling or under common control with any such stockholder, member, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise. As used herein the term"Bankruptcy Action" means any of the following:

1. Taking any action that might cause Corporation to become insolvent.

2. Commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors.
3. Instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent.
4. Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation.
5. Filing a petition or consent to a petition seeking reorganization arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy.
6. Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties.
7. Making any assignment for the benefit of the Corporation's creditors.
8. Taking any action in furtherance of any of the foregoing.

FOURTH: Separate Existence. The Corporation shall (i) not commingle assets with those of any other entity and will hold its assets in its own name; (ii) conduct its own business in its own name; (iii) maintain separate bank accounts, books, records and financial statements; (iv) maintain its books, records, resolutions and agreements as official records; (v) pay its own liabilities out of its own funds; (vi) maintain adequate capital in light of contemplated business operations; (vii) observe all corporate organizational formalities; (viii) maintain an arm's-length relationship with Affiliates; (ix) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations; (x) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of other; (xi) not acquire obligations or securities of Affiliates; (xii) not make loans to any other person or entity; (xiii) allocate fairly and reasonably any overhead for shared office space; (xiv) use separate stationery, invoices and checks; (xv) not pledge its assets for the benefit of any other entity; (xvi) hold itself out as a separate entity, and not fail to correct any known misunderstanding regarding its separate identity; and (xvii) not identify itself or any of its Affiliates as a division or part of another entity.

FIFTH: Board of Directors. In making their determinations and exercising their fiduciary obligations, the Directors shall consider the interests of creditors in connection with all corporate actions.

K:\CANEL\Age\Florida Refinancing\Articles of Amendment Paragraphs.wpd