

Document Number Only

CT Corporation System
660 East Jefferson Street
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Attn: Jeff Netherton

CORPORATION(S) NAME

300002983823-19

-09/10/99--01051--008

*****35.00 *****35.00

AGE Institute of Florida, Inc.

- | | | |
|--|---|---|
| ☐ Profit | ☒ Amendment | ☐ Merge |
| ☐ Nonprofit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
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Name _____ 09/10/99
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SEP 10 PM 2 04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
99 SEP 10 AM 11:28
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AGE INSTITUTE OF FLORIDA, INC.

FILED
99 SEP 10 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision 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)

SECOND: Purpose of Corporation

See Attachment "A" - Rider to Articles of Amendment to
Articles of Incorporation of AGE Institute of Florida, Inc.

SECOND: The date of adoption of the amendment (s) was : 9/1/99

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

Date

9/3/99

ATTACHMENT "A"

RIDER TO ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AGE INSTITUTE OF FLORIDA, INC.

2. A. The corporation is incorporated under the Florida Corporations Not For Profit Act for the following purpose or purposes:

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, the "Code"), as amended. Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the State of Florida upon nonprofit corporations, including, without limitation, the ownership and operation of one or more nursing homes.

B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 2 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 distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute such assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction in which the principal office of the corporation is then located, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

D. It is intended that the corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. In the event the corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period:

- (i) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Code.
- (ii) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.
- (iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.