

N98000002824



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REFERENCE : 806880 6099A

AUTHORIZATION :

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ORDER DATE : May 5, 1998

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ORDER NO. : 806880-010

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
625 N. flagler Drive, 9th Floor  
P. O. Box 3888  
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: ~~MORSE HOLDING COMPANY~~

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: Jeanine Glisar

EXAMINER'S INITIALS:

2544  
W98-10130

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DIVISION OF CORPORATIONS  
98 MAY -5 AM 10: 52

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DIVISION OF CORPORATIONS



AM 10: 05  
CORPORATION

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98 MAY -5 AM 10: 52

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MORSE HOLDING COMPANY  
Ref. Number: W98000010130

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for MORSE HOLDING COMPANY. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 998A00024694

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98 MAY -5 AM 10:52

ARTICLES OF INCORPORATION  
OF  
MORSE HOLDING COMPANY OF PALM BEACH COUNTY

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be MORSE HOLDING COMPANY (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 4847 Fred Gladstone Memorial Drive, West Palm Beach, Florida 33417.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its members, directors, or officers, except that this 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 this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE IV

##### Qualification and Admission of Members

The sole Member of this Corporation shall be Jewish Home for the Aged of Palm Beach County, Inc., a Florida corporation not for profit, the document number of which is N19520.

#### ARTICLE V

##### Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4847 Fred Gladstone Memorial Drive, West Palm Beach, Florida 33417, and the name of the initial registered agent of this Corporation at such address is E. Drew Gackenheimer.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

E. Drew Gackenheimer	4847 Fred Gladstone Memorial Drive West Palm Beach, Gardens, Florida 33417
Lisa J. Hawthorne	4847 Fred Gladstone Memorial Drive West Palm Beach, Gardens, Florida 33417
E. Scott Boord	4847 Fred Gladstone Memorial Drive West Palm Beach, Gardens, Florida 33417

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded by vote of the Member.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by vote of the member.

ARTICLE X

Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including

attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

## ARTICLE XI

### Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes. Subject to the foregoing, in the event of dissolution, any residual assets of this Corporation will be distributed to Jewish Home for the Aged of Palm Beach County, Inc., a Florida corporation not for profit, or any designee or successor corporation thereof that is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, or its successor.



CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 AM 10:52

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

THAT MORSE HOLDING COMPANY DESIRING TO ORGANIZE OR  
OF PALM BEACH COUNTY  
QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 4847 FRED GLADSTONE  
MEMORIAL DRIVE, WEST PALM BEACH, FLORIDA 33417 HAS NAMED E. DREW  
GACKENHEIMER, LOCATED AT 4847 FRED GLADSTONE MEMORIAL DRIVE, WEST  
PALM BEACH, FLORIDA AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.


  
E. DREW GACKENHEIMER

Incorporator \_\_\_\_\_

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the  
place designated in this Certificate, I am familiar with and I hereby accept the obligations of this  
position, and agree to comply with the provisions of Florida Statutes relative to keeping open said  
office and further accept the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 24<sup>th</sup> day of April, 1998.

  
E. DREW GACKENHEIMER  
Registered Agent