

10/2/2020

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SHADY REST FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHADY REST FOUNDATION, INC.**

The Shady Rest Foundation, Inc., a Florida not for profit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation pursuant Sections 617.1002 and 617.1007 of the Florida Statutes, and states as follows:

- A. The name of the Corporation is: Shady Rest Foundation, Inc.;
- B. The Corporation's original Articles of Incorporation were filed with the Secretary of State of Florida on September 10, 2004;
- C. Shady Rest Care Pavilion, Inc. is the sole member of the Corporation and approved the amendments herein by majority vote of the Board of Directors on MAY 6, 2020 at a meeting of the Board of Directors at which a quorum was present, as required by the applicable provisions of the Florida Statutes; and
- D. The amendment to the Articles of Incorporation of the Corporation set forth above was approved by a majority of the Board of Directors on MAY 6, 2020 at a meeting of the Board of Directors at which a quorum was present, as required by the applicable provisions of the Florida Statutes.

These Amended and Restated Articles of Incorporation shall become effective upon filing with the Department of State and shall supersede the original Articles of Incorporation and all amendments and restatements thereto. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHADY REST FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation (hereinafter called "Corporation") is Shady Rest Foundation, Inc., and its principal office is located at 4100 Center Pointe Drive, Suite 112, Fort Myers, Florida 33916.

**ARTICLE II
DURATION**

The term of this Corporation is fixed in perpetuity.

ARTICLE III

PURPOSE AND POWERS

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). By way of explanation and not of limitation, the purposes for which the Corporation is organized are to establish, support, raise charitable funds, and lease facilities for the conduct of a charitable skilled nursing facility and health care services related thereto including home health care and to otherwise support the charitable missions of Shady Rest Care Pavilion, Inc., and All About Home Care, Inc., and, in general, to exercise any, all and every power for which a non-profit organization under the Florida Not For Profit Corporation Act can be authorized to exercise. The Corporation is organized and shall be operated exclusively for the benefit of and to further the exempt purposes of Shady Rest Care Pavilion, Inc., and All About Home Care, Inc. both of which are organizations described in Section 501(c)(3) of the Code and public charities within the meaning of sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) of the Code.

ARTICLE IV

REGISTERED AGENT

The registered office is located at 4100 Centre Pointe Drive, Suite 112, Fort Myers, Florida 33916, and Weston Edwards, of such address is the registered agent.

ARTICLE V

LIMITATIONS

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 the Third Article 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. Notwithstanding any other provision of these Articles of Incorporation of the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII
DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VIII
MEMBERSHIP

The sole corporate member of the Corporation shall be Page Healthcare, Inc.

IN WITNESS WHEREOF, the Chairman of the Board of Directors of the Corporation in accordance with Section 617.1007, Florida Statutes, has executed these Articles of Restatement on this 6 day of MAY, 2020.

SHADY REST FOUNDATION, INC.,
a Florida not for profit corporation

ATTEST:

By: 

Robert L. Murray
Chairman of the Board of Directors


Secretary