

700406

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SUNSHINE REHABILITATION CENTER OF INDIAN RIVER COUNT

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Florida Dept of State



November 20, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SUNSHINE REHABILITATION CENTER OF INDIAN RIVER COUNTY,
1705 17TH AVENUE
VERO BEACH, FL 32960

SUBJECT: SUNSHINE REHABILITATION CENTER OF INDIAN RIVER COUNTY, INC.
REF: 700406

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNSHINE REHABILITATION CENTER
OF
INDIAN RIVER COUNTY, INC.**

Now comes Sunshine Rehabilitation Center of Indian River County, Inc. for the purpose of amending and restating its Charter, now referred to as its Articles of Incorporation under the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Sunshine Rehabilitation Center of Indian River County, Inc. and it shall be referred to herein as the "Corporation."

ARTICLE II

Purposes and Limitations

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, without limitation, assisting directly or indirectly, on a charitable basis when needed, persons requiring physical or occupational therapy, including, without limitation, those who are unable to readily obtain such or treatments for themselves; to assist, directly or indirectly, on a charitable basis other charitable organizations providing such education facilities or such medical treatments for persons in need; to own and operate schools and clinics providing the facilities outlined above or to operate the same when owned by other organizations; and to otherwise engage in the educational betterment and medical treatment of handicapped and/or disabled persons; and to acquire, hold and dispose of land and personal property and interests and estates in land and personal property for the aforesaid purposes.

2. 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 these Articles of Incorporation.

3. No 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 any candidate for public office.

4. 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

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from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.

ARTICLE III

Dissolution of the Corporation

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court to have jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE IV

Membership; Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors of no more than fourteen (14) directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors will be elected under a method to be stated in the bylaws of the Corporation.

ARTICLE V

Registered Agent

The name and address of the registered agent and registered office are:

Chris Beals
385 34th Court, SW
Vero Beach, Florida 32968

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ARTICLE VI
Initial Principal Office

The name and address of the initial principal office of the Corporation (which is the same as the street address) are:

Sunshine Rehabilitation Center of Indian River County, Inc
1705 17th Avenue
Vero Beach, Florida 32960

ARTICLE VII
Indemnification

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

ARTICLE VIII
Amendment

Amendments to these Articles of Incorporation may be proposed and adopted and the By-Laws of the Corporation shall be made, altered or rescinded by a two-thirds majority vote of the Board of Directors of the Corporation at regular or special meeting of such Board of Directors, provided said Amendment or By-Laws shall have been mailed to the Board of Directors of the Corporation at least seven (7) days prior to the date of the meeting.

ARTICLE IX
Incorporation of Definition of Terms

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law.

Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.


Chris Beals, President

Dated: 12-1-06

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**CERTIFICATE OF AMENDMENT
OF
SUNSHINE REHABILITATION CENTER
OF
INDIAN RIVER COUNTY, INC.**

The Amended and Restated Articles of Incorporation of Sunshine Rehabilitation Center of Indian River County, Inc. was adopted with a sufficient number of votes by the Board of Directors, who are also the Members on 11-29-06.


Chris Beals, President

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