

702209

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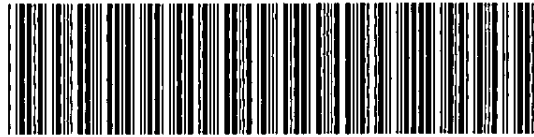
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08 MAR 27 PM 4:34
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2008 MAR 27 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/28/08

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

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

1. EAST RIDGE RETIREMENT VILLAGE, INC. 702209
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2008

Holland & Knight LLP
315 S. Calhoun Street
Tallahassee, FL 32301

SUBJECT: EAST RIDGE RETIREMENT VILLAGE, INC.
Ref. Number: 702209

We have received your document for EAST RIDGE RETIREMENT VILLAGE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 208A00018527

FILED

2008 MAR 27 PM 4: 35

AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EAST RIDGE RETIREMENT VILLAGE, INC.

ARTICLE I – NAME

The name of the Corporation is East Ridge Retirement Village, Inc.

ARTICLE II – PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- A. To provide the elderly housing facilities and services designed to meet their physical, social, and emotional needs.
- B. To offer educational and other activities to promote the health of the elderly of the State of Florida.
- C. To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.
- D. To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

The Corporation is organized exclusively for charitable 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 ("Code"), and its activities shall be conducted exclusively for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any director, officer, or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation which is exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE III – MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV – TERM

The term of the Corporation shall be perpetual.

ARTICLE V – REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 4300 N.W. 89th Boulevard, Gainesville, FL 32606, and the name of the Corporation's registered agent at that address is Stephen J. deMontmollin.

ARTICLE VI – ADDRESS

The Corporation's mailing address and the street address of the Corporation's principal office is 19301 S.W. 87th Avenue, Miami, FL 33157.

ARTICLE VII – DIRECTORS

SECTION 1. Management by Board of Directors. The property, affairs, business and operation of the Corporation shall be managed under the direction of a Board of Directors, which shall consist of not less than three (3) directors, who shall be elected and may be removed, with or without cause, by the board of directors of SantaFe Senior Living, Inc., a Florida not-for-profit corporation ("SFSL"), as provided in the Bylaws.

SECTION 2. Representative of Town Hall. One member of the Board of Directors shall be an individual elected by SFSL from among one or more nominees presented to SFSL by the East Ridge Village Town Hall or successor forum of the Corporation's facility residents, as provided in the Bylaws.

SECTION 3. Reserved Powers. Notwithstanding anything to the contrary herein, however, the Corporation may not, without the prior approval of the board of directors of SFSL:

- (a) Adopt or amend any annual or long-term capital or operational budget;
- (b) Enter into any contract or other transaction that is not provided for in an annual or long-term capital or operational budget that has been approved by the board of directors of SFSL, where the amount of proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the Corporation to engage in any financing;
- (c) Adopt or change any long-term or master institutional plans of the Corporation, including the implementation of new programs and services;

- (d) Engage in, or enter into, any transaction requiring a license or Certificate of Need other than the operation of East Ridge Retirement Village, the Corporation's lifecare retirement community, as it exists as of the effective date of these Amended and Restated Articles of Incorporation (the "Village");
- (e) Adopt any plan of sale, dissolution, merger, or consolidation of the Corporation or disposition of a substantial part of the Corporation's assets or approve any Disposition Transaction (as defined in Article VIII);
- (f) Dispose of assets, in one transaction or two or more related transactions, that in the aggregate exceed one percent (1%) of the book value of the Corporation's assets;
- (g) Enter into any contract, transaction or other agreement that requires the grant of a security interest, guaranty, mortgage, or other interest in any assets or revenues of the Corporation;
- (h) Adopt, alter, or change any plan of insurance for the Corporation or change any of the Corporation's insurance coverage;
- (i) Organize or acquire any subsidiary or Affiliate of the Corporation (an "Affiliate" of an entity shall include any corporation, limited liability company, association, partnership, trust, joint venture, or other entity which directly or indirectly controls, is controlled by, or is commonly controlled with the entity);
- (j) Employ or appoint an auditor for the Corporation;
- (k) Hire or terminate the employment of an executive director or general manager of the Village;
- (l) Enter into, amend, or terminate a contract or arrangement for the management of the Village; or
- (m) Take any other action that requires the prior approval of SFSL under the Bylaws.

ARTICLE VIII – DISPOSITION TRANSACTIONS; DISSOLUTION

SECTION 1. Disposition Transaction. A "Disposition Transaction" shall mean a sale or transfer of all or any substantial part of the real estate and continuing care retirement community owned by the Corporation (the "Community"), the Corporation's liquidation or dissolution, the merger, consolidation, or other business combination of the Corporation with or into another entity, or any other transaction for the disposition of the Corporation or the Community. A Disposition Transaction must be approved by the affirmative vote of a majority of the Board of Directors then in office in addition to approval by SantaFe HealthCare, Inc., a Florida not-for-profit corporation ("SFHC").

SECTION 2. Dissolution Disposition Transaction. If, after the Stabilized Occupancy Date, as defined in the Affiliation Agreement, dated as of March 27, 2008, between the Corporation and SFHC (the "Affiliation Agreement"), the Board of Directors and SFHC approve a Disposition Transaction that results in the dissolution and liquidation of the Corporation, then upon the dissolution and liquidation of the Corporation, all of the Corporation's assets remaining after the payment of all liabilities of the Corporation (including amounts payable by the Corporation to SFHC or Affiliates thereof under the terms of the Affiliation Agreement, including a return on funds provided by SFHC to the extent applicable under the terms of the Affiliation Agreement) and the costs and expenses of such dissolution or liquidation ("Net Assets") shall be distributed to SFHC or an Affiliate thereof controlled and designated by SFHC (the "Recipient"), provided that: the Recipient is described in Section 501(c)(3) of the Internal Revenue Code ("Code"); the Recipient accounts for the Net Assets separately from other funds of the Recipient; the Recipient uses the Net Assets solely for the exempt purpose of providing the elderly in the Greater Miami area with housing facilities or services designed to meet their physical, social, and psychological needs and to contribute to their health, security, happiness and usefulness; and none of the Net Assets are distributed to any member (except for a member which is an organization described in Section 501(c)(3) of the Code), officer or director of the Corporation. Any Net Assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purpose of providing the elderly in the Greater Miami area with services to meet their physical, social and emotional needs and carrying on educational and other activities designed to promote their health in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

SECTION 3. Non-Dissolution Disposition Transaction. The Net Assets resulting from a Disposition Transaction approved by the Board of Directors and SFHC after the Stabilized Occupancy Date (as defined in the Affiliation Agreement) which is not a dissolution and liquidation of the Corporation shall be paid to SFHC or an Affiliate controlled by SFHC subject to the same terms and restrictions as provided in Article VII, Section 2.

SECTION 4. Dissolution Prior to Stabilized Occupancy Date. Upon the dissolution and liquidation of the Corporation prior to the Stabilized Occupancy Date (as defined in the Affiliation Agreement), the Net Assets shall be distributed to an organization described in Section 501(c)(3) of the Code, exclusively for the purpose of providing the elderly in the Greater Miami area with services to meet their physical, social and emotional needs and carrying on educational and other activities designed to promote their health in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as is determined by a court of general jurisdiction of the county in which the principal office of the Corporation is then located.

ARTICLE IX – AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be altered, amended and/or rescinded, and new Articles of Incorporation or Bylaws adopted, only

by the Board of Directors of SFSL, without any action on the part of the Corporation's board of directors; provided, that so long as SFSL, SFHC or an Affiliate thereof has the right to amend the Articles of Incorporation and Bylaws of the Corporation, Article VII, Section 2 and Articles VIII and IX of these Amended and Restated Articles of Incorporation and Article IV, Section 2 and Articles X, XI and XII of the Bylaws may not be amended.

ARTICLE X – INDEMNIFICATION

To the full extent permitted by applicable law, the Corporation shall indemnify any person who is or was a party to any legal proceeding, as a result of his or her actions, service or position as a Director or Officer of the Corporation or his or her service at the request of the Corporation as a director or officer of another entity, against any and all claims, liability, and reasonable expenses (including reasonable attorney's fees and court costs) incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The rights of any Director or Officer entitled to indemnification under this Article X shall be in addition to and shall not exclude any other right to which such Director or Officer may be entitled, nor shall anything in this Article X restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for in this Article X.

The Corporation and its Directors and Officers shall be fully protected in taking any action or making any payment under this Article X, or refusing to do so, in reliance upon advice of counsel.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for East Ridge Retirement Village, Inc. at 4300 N.W. 89th Boulevard, Gainesville, FL 32606, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relative to the performance of the duties of a registered agent. The undersigned further confirms that he is familiar with and accepts the duties and obligations of the registered agent under Section 617.0503, Florida Statutes.

Dated as of the 27th day of March, 2008.

By: Stephen J deMontmollin
Stephen J. deMontmollin
Registered Agent

**ARTICLES OF RESTATEMENT
of
THE ARTICLES OF INCORPORATION
of
EAST RIDGE RETIREMENT VILLAGE, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned hereby delivers these Articles of Restatement of the Articles of Incorporation of East Ridge Retirement Village, Inc., a Florida not-for-profit corporation (the "Corporation"), for filing with the Department of State of the State of Florida:

ARTICLE I

The name of the Corporation is: EAST RIDGE RETIREMENT VILLAGE, INC.

ARTICLE II

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, to read as provided in the Amended and Restated Articles of Incorporation of East Ridge Retirement Village, Inc. attached to these Articles of Restatement.

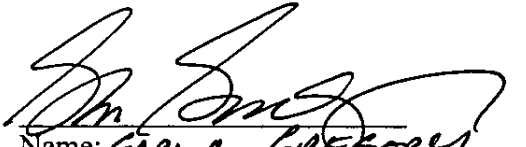
ARTICLE III

There are no members of the Corporation entitled to vote on the amendments of the Articles of Incorporation contained in the attached Amended and Restated Articles of Amendment.

ARTICLE IV

The Board of Directors of the Corporation adopted the Amended and Restated Articles of Incorporation on March 17, 2008.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Restatement as of this 27 day of March, 2008.


Name: GARY A. GREGORY
As its: CHAIRMAN OF THE BOARD