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COR AMND/RESTATE/CORRECT OR O/D RESIGN
LOURDES-NOREEN MCKEEN RESIDENCE FOR GERIATRIC
CARE,

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**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LOURDES-NOREEN McKEEN RESIDENCE FOR GERIATRIC CARE, INC.**

Pursuant to the provisions of Sections 617.1001 and 617.1002, Florida Statutes, the undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

1. Article IV is amended to read as follows:

**ARTICLE IV
Members**

The sole member of the Corporation shall be the Carmelite System, Inc., a New York not-for-profit corporation.

Certain powers of this Corporation are reserved to the Member and/or the Carmelite Sisters for the Aged and Infirm (the "Sponsor") in the Bylaws of this Corporation.

2. Article VII, Section 3 is amended to read as follows:

3. Two (2) Directors shall be members of the General Council of the Sponsor and shall be appointed by the Chair of the Sponsor. All remaining Directors shall be elected by the Member at the Member's annual meeting.

3. Article VII, Sections 3 and 4 are deleted in their entirety.

4. Article VIII is amended to read as follows:

**ARTICLE VIII
Officers**

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the Member. The officers of the Corporation shall be elected annually by the Member at the Member's annual meeting and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs.

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5. Article IX is amended to read as follows:

ARTICLE IX
Bylaws

The Bylaws of the Corporation may be made, altered, amended or rescinded by the Sponsor.

6. Article X is amended to read as follows:

ARTICLE X
Amendment to Articles of Incorporation

These Articles of Incorporation may be made, altered or amended by the Sponsor.

7. Article XI is amended to read as follows:

ARTICLE XI
Dissolution

In the event of dissolution of this Corporation, any residual assets of this Corporation shall be distributed after the payment of all liabilities and obligations of this Corporation to the Carnelite Sisters for the Aged and Infirm, Inc., provided it is an exempt organization under Section 501(c)(3) of the Internal Revenue Code or its successors provision.

8. Article XII is amended to read as follows:

ARTICLE XII
Indemnification

To the extent permitted by law, this Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal ("Proceeding"), by reason of the fact that such person is or was a Member, Director, Officer, committee member or volunteer of the Corporation, or, while a Member, Director, Officer, committee member or volunteer serves or served, at the request of this Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement, and reasonable expenses, including attorney's fees, incurred in connection with such threatened or pending proceeding, or any appeal therein, provided that it is

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established that such person's acts were not committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided, further, that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending proceeding unless this Corporation has given its prior written consent to such settlement or other disposition.

- 9. The date of adoption of this amendment was June 7, 2021.
- 10. The amendment was approved by the Sponsor, the Carmelite Sisters for the Aged and Infirm.

LOURDES-NOREEN McKEEN RESIDENCE
FOR GERIATRIC CARE, INC.

By: Mary Lynn Rodgers
Mary Lynn Rodgers, its Secretary

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