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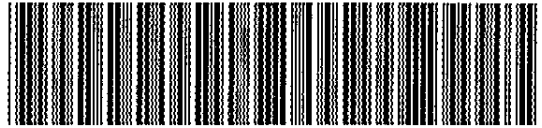
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June 18, 2003

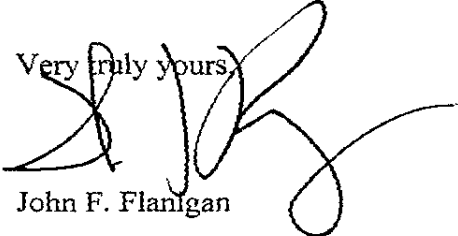
Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

**Re: Restated Articles of Incorporation of Lourdes-Noreen McKeen
Residence for Geriatric Care, Inc.**

Dear Sir/Madam:

Enclosed herewith for filing with your office please find Restated Articles of Incorporation of Lourdes-Noreen McKeen Residence for Geriatric Care, Inc. Please send me one certified copy of the Restated Articles of Incorporation. Also enclosed is a check in the amount of \$43.75 to cover the cost of filing and one certified copy.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,

John F. Flanigan

JFF/st
Enclosures

cc: Sr. Mary Anne Dennehy
Mother Mary Suzanne

**RESTATED ARTICLES OF INCORPORATION OF
LOURDES-NOREEN McKEEN RESIDENCE FOR GERIATRIC CARE, INC.**

The Articles of Incorporation of Lourdes-Noreen McKeen Residence for Geriatric Care, Inc., a Florida not-for-profit corporation, are hereby amended and restated as hereinafter provided. Following the Restated Articles of Incorporation is a certificate of the Corporation in conformance with Section 617.1006 and Section 617.1007, Florida Statutes.

The Restated Articles of Incorporation of Lourdes-Noreen McKeen Residence for Geriatric Care, Inc., which includes the text of each amendment thereto, are as follows:

ARTICLE I

Name

The name of this Corporation is Lourdes-Noreen McKeen Residence for Geriatric Care, Inc.

ARTICLE II

Address

The street address of the principal office and the mailing address of the Corporation is 315 South Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE III

Purposes

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

The purposes include the ownership and/or operation of homes for the aged and infirm in conformity with the laws of the State of Florida, the administration of all forms of charity, social service work, operation of clinics, the operation of geriatric residential long-term health care facilities and/or homes for the aged and infirm without regard to race, color, creed, sex, handicap or national origin and to make or accept gifts or make loans to other charities including, without limitation, other charities related to the Carmelite Sisters for the Aged and Infirm.

ARTICLE IV

Members

There shall be five (5) Members of this Corporation who shall be the Superior General and four (4) other members of the General Council of the Carmelite Sisters for the Aged and Infirm as defined and set forth in the Constitutions of the Carmelite Sisters for the Aged and Infirm (hereinafter the "Constitutions"). The term of the Members of the Corporation shall correspond with the terms of the General Council as set forth in the Constitutions.

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Members who shall cease to hold the above-referenced ecclesiastical offices or cease to be members of the General Council shall simultaneously cease to be Members of this Corporation. Any vacancies existing in the Membership of this Corporation shall be filled by a vote of the majority of the Members of this Corporation present at the Corporation's annual Members' meeting or at a special meeting of the Members held for such purpose.

Certain powers of this Corporation are reserved to the Members in the Bylaws of this Corporation.

ARTICLE V **Prohibited Activities**

No dividend shall be paid, no part of the income of this Corporation shall be distributed to its Members, Directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for legitimate expenses incurred by its Members, Directors, officers and committee members and to make payment or distribution as a third party in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this Corporation shall be the 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 statement) 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 VI **Corporation**

This Corporation shall perpetually exist unless sooner dissolved by law.

ARTICLE VII **Directors**

1. Subject to certain reservations of powers to the Members delineated in the Bylaws, the business of this Corporation shall be conducted by a Board of Directors of not less than seven (7) nor more than fifteen (15), the exact number of Directors to be fixed in the manner set forth in the Bylaws of the Corporation.

2. The election of Directors by the Members, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

3. Directors need not be members of this Corporation.
4. The Chair of the Members shall appoint two (2) of the Members of the Corporation to be Directors of the Corporation, therein called "Member-Directors."

ARTICLE VIII **Officers**

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers as may be authorized by the Board of Directors. A person may hold more than one office simultaneously, except that the offices of President and Secretary may not be so held. The officers of the Corporation shall be elected annually by the Members at the Members' 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.

ARTICLE IX **Bylaws**

The Bylaws of the Corporation may be made, altered, amended or rescinded at any meeting of the Members of this Corporation by the affirmative vote of a majority of the Members present at any such meeting.

ARTICLE X **Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended at any meeting of the Members of this Corporation by the affirmative vote of a majority of the Members present at any such meeting.

ARTICLE XI **Dissolution**

In the event of dissolution of this Corporation, any residual assets of this Corporation shall be distributed for one or more exempt purpose or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future Internal Revenue law of the United States, as the Members of this Corporation shall determine in conformity with the Code of Canon Law of the Roman Catholic Church.

ARTICLE XII **Indemnification**

1. This Corporation shall indemnify any Member, Director or officer made a party or threatened to be made a party to any action, suit or proceeding as hereinafter provided. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including without limitation an action by this Corporation), brought by or against such Member, Director or officer, based on an act or acts, alleged to have been committed by such

Member, Director or officer of the Corporation, in his or her capacity as such or in his or her capacity as a Member, Director, officer, employee or agent of any other corporation, partnership, association, joint venture, trust, or other enterprise on which he or she served at the request of the Corporation. In any such action, the Member, Director or officer shall be indemnified by the Corporation against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including without limitation, attorneys' fees, incurred by such Member, Director or officer as a result of such action, suit or proceeding or any appeal thereof, providing such Member, Director or officer did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Member, Director or officer acted with gross negligence or willful misconduct.

2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Member, Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. References herein to Members, Directors and officers shall include not only current Members, Directors and officers, but former Members, Directors and officers as well.

3. This Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Member, Director or officer of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity arising out of his or her status as such, whether or not the Corporation will have the power to indemnify him or her against such liability under the provisions of this Article.

4. The aforementioned rights shall be in addition to, not inclusive of, all other indemnification and cost advancement rights to which such a Member, Director or officer may be entitled. In particular, the Corporation shall also indemnify (and advance costs to) each such Member, Director and officer to the full extent allowed under any applicable statute herein.

CERTIFICATE

The undersigned officers of Lourdes-Noreen McKeen Residence for Geriatric Care, Inc., hereby certify that the foregoing Restated Articles of Incorporation contain the name of the Corporation and the text of each amendment to the Articles of Incorporation thereof. The undersigned further certify that the foregoing Restated Articles of Incorporation of Lourdes-Noreen McKeen Residence for Geriatric Care, Inc. were duly approved by the Members of the Corporation at a meeting held for such purpose on June 2, 2003 and by the Board of Directors of the Corporation at a meeting held for such purpose on May 9, 2003 and, in each case, the votes cast for the amendments contained in such Restated Articles of Incorporation were sufficient for approval.

Dated this 16th day of June, 2003.

(CORPORATE SEAL)

LOURDES-NOREEN McKEEN
RESIDENCE
FOR GERIATRIC CARE, INC.

ATTEST:

J R Koncoski
Joseph Koncoski, its Secretary

[Signature]
James Daly, its President

STATE OF New York }
COUNTY OF Westchester } SS:

The foregoing instrument was acknowledged before me this 16th day of June 2003, by James Daly, as President of LOURDES-NOREEN McKEEN RESIDENCE FOR GERIATRIC CARE, INC., a Florida not-for-profit corporation, who:

is personally known to me, OR
has produced _____ as identification.

(NOTARY STAMP)

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

[Signature]
Notary
Name: Sherrie L. Amaya
Notary Public
Serial (Commission) Number:
(if any) 4958384
SHERRIE L. AMAYA
NOTARY PUBLIC, State of New York
No. 4958384
Qualified in Nassau County
Commission Expires November 6, 2005

The foregoing instrument was acknowledged before me this 17 day of JUNE 2003, by Joseph Koncoski, as Secretary of LOURDES-NOREEN McKEEN RESIDENCE FOR GERIATRIC CARE, INC., who:

is personally known to me, OR
has produced _____ as identification.

(NOTARY STAMP)

Alice Webster
Notary
Name: ALICE WEBSTER
Notary Public
Serial (Commission) Number:
(if any) DD 055070

OFFICIAL NOTARY SEAL
ALICE WEBSTER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD055070
MY COMMISSION EXP. SEPT 24, 2005