

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

705561

FILED
01 FEB 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 2-15-01

600003705356--2
-02/15/01--01031--001
*****43.75 *****43.75

REF. #: 0150

CORP. NAME: Hebrew Home for the Aged
of Miami Beach, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 10190 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
01 FEB 15 AM 10:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Q. COULLETTE FEB 16 2001

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

February 15, 2001

CCRS

TALLAHASSEE, FL

SUBJECT: THE HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.
Ref. Number: 705561

We have received your document for THE HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 701A00009618

RECEIVED
FEB 16 2001
TALLAHASSEE
FLORIDA
DEPARTMENT OF STATE

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.**

**FILED
01 FEB 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Hebrew Home for the Aged of Miami Beach, Inc., a Florida not for profit corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation shall be changed effective as of the date hereof from Hebrew Home for the Aged of Miami Beach, Inc. to Hebrew Homes of Miami Beach, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which do not require member approval, and the Restated Articles were unanimously adopted and approved on February 9, 2001 by the Corporation's Board of Directors pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of February 9, 2001, in the manner prescribed by Section 617.1002 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of February 9, 2001.

Hebrew Home for the Aged of Miami Beach, Inc.

By: _____


William Zubkoff, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEBREW HOME FOR THE AGED OF MIAMI BEACH, INC.
(A Florida Corporation Not For Profit)**

**ARTICLE I
NAME**

The name of this Corporation is HEBREW HOMES OF MIAMI BEACH, INC. (hereinafter called the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 320 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV
PURPOSES**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, to own real estate in connection with its affiliated entities' activities and to otherwise provide support to its affiliated entities in the provision of health care facilities and services for the sick and aged and for the purposes of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE V
POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with

the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI **GOVERNING BOARD**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than four (4). The number and method of election of the directors of the Corporation shall be as stated in the Bylaws. The number constituting the Board of Directors is four (4). The names and addresses of the persons who shall serve as the Board of Directors of the Corporation are as follows:

Russell Galbut
320 Collins Avenue
Miami Beach, Florida 33139

William Zubkoff
320 Collins Avenue
Miami Beach, Florida 33139

Felice Schwartz
320 Collins Avenue
Miami Beach, Florida 33139

Elliot Kalus
320 Collins Avenue
Miami Beach, Florida 33139

ARTICLE VII **MEMBERSHIP**

The sole member of the Corporation shall be Hebrew Homes Health Network, Inc. The requirements, qualifications, privileges and limitations attendant to membership in the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE VIII **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax

code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

CHARITABLE RESTRICTIONS AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article II 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under

Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE X BYLAWS

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

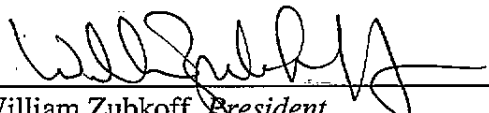
ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members.

ARTICLE XII OFFICE AND REGISTERED AGENT

The street address of the Corporation's _____ registered office is 320 Collins Avenue, Miami Beach, Florida, 33139, and the name of its _____ registered agent at such office is William Zubkoff.

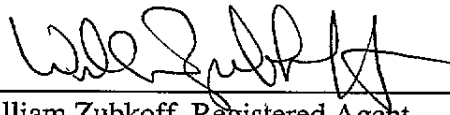
DATED: February 9, 2001



William Zubkoff, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HEBREW HOMES OF MIAMI BEACH, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.

A handwritten signature in black ink, appearing to read 'William Zubkoff', is written over a horizontal line.

William Zubkoff, Registered Agent

Date: ~~August~~ ^{February} 9, 2000