

Division of Corporations

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Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC.**

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Page Count	07
Estimated Charge	\$43.75

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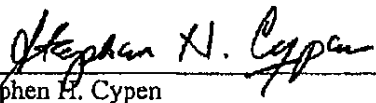
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**ARTICLES OF RESTATEMENT  
OF  
MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC.,  
(originally chartered under the name "Jewish Home for The Aged")**

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the undersigned officer of MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC, a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation") certifies that:

1. The name of the Corporation is "MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC."
2. The original Charter for the Corporation was filed with and approved by the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida (the "Circuit Court") on July 25, 1940 (under the original name of the Corporation, the "Jewish Home For The Aged"), which Charter was subsequently amended through amendments filed with and accepted by the Circuit Court or the Florida Department of State on or about May 28, 1941, April 26, 1955, May 12, 1958, September 25, 1973, May 3, 1975, September 11, 1976, and June 3, 1987.
3. The Corporation is desirous of amending and restating its Articles of Incorporation in their entirety in the form of the Amended and Restated Articles of Incorporation of the Corporation attached hereto.
4. The Amended and Restated Articles of Incorporation attached hereto were duly approved and adopted by the Corporation's Board of Directors at a meeting held on the 17<sup>th</sup> day of October, 2010.
5. The Corporation has no members.
6. The Amended and Restated Articles of Incorporation of the Corporation attached hereto are effective as of the date of filing of these Articles of Restatement with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Restatement this 17<sup>th</sup> day of October, 2010.

  
\_\_\_\_\_  
Stephen H. Cypen  
Chairman of the Board

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC.  
(originally chartered under the name "Jewish Home For The Aged")**

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the Articles of Incorporation of MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), the original Charter for which was filed with and approved by the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida (the "Circuit Court") on July 25, 1940 (under the original name of the Corporation, the "Jewish Home For The Aged"), which Charter was subsequently amended through amendments filed with and accepted by the Circuit Court or the Florida Department of State on or about May 28, 1941, April 26, 1955, May 12, 1958, September 25, 1973, May 3, 1975, September 11, 1976, and June 3, 1987, are hereby amended and restated in their entirety as follows:

These Amended and Restated Articles of Incorporation (the "Articles of Incorporation") were duly approved and adopted by the Corporation's Board of Directors at a meeting held on the 17<sup>th</sup> day of October, 2010.

\* \* \* \* \*

**ARTICLE I  
NAME**

The name of the Corporation is **MIAMI JEWISH HEALTH SYSTEMS, INC.** (hereinafter, the "Corporation").

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of the Corporation is 5200 N.E. 2<sup>nd</sup> Avenue, Miami, Florida 33137.

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### **ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is Stephen H. Cypen, 777 Arthur Godfrey Road, Suite 320, Miami Beach, Florida 33140.

### **ARTICLE IV PURPOSE**

The Corporation is a not-for-profit organization, formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (all references to Sections of the Code include the rules and regulations promulgated thereunder and the corresponding provisions of any subsequent federal tax law). More specifically, the Corporation is organized and operated to provide residential, healthcare, supportive and community-based services and programs for the elderly and others who are in need of these services and programs, as well as research and educational programs designed to enhance the ability of these individuals to lead independent, active and healthy lives in the community. In furtherance of the foregoing purposes, and subject to the limitations and restrictions set forth in these Articles, the Corporation shall have all lawful corporate and other powers necessary or appropriate to such purposes, as conferred to the Corporation under the Florida Act, as it may be amended or replaced from time to time, or the provisions of any similar law, and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code.

### **ARTICLE V BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation (the "Board of Directors" or the "Board"), which shall consist of not fewer than three (3) individuals. The number of individual members of the Board ("Directors") shall be fixed from time to time, and may be increased or decreased (but may never be decreased to fewer than three members), as provided in the Bylaws of the Corporation. The Directors shall be elected or appointed, and subject to removal, in the manner and for the term(s) as provided in the Bylaws of the Corporation.

### **ARTICLE VI NO MEMBERS**

The Corporation shall have no members.

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## ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION

Directors and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Florida Act (as the same may be amended from time to time) and the Bylaws of the Corporation. Current and former Directors, officers, employees and agents of the Corporation shall be entitled to indemnification, and advancement of expenses, from the Corporation, as provided in the Bylaws of the Corporation and consistent with the applicable provisions of the Florida Act (as the same may be amended from time to time).

## ARTICLE VIII BYLAWS & BYLAW AMENDMENTS

The Corporation shall have Bylaws, which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, of the Corporation shall be vested exclusively in the Board of Directors, in the manner and on the terms provided in the Bylaws of the Corporation (as the same may be amended from time to time).

## ARTICLE IX DISSOLUTION

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, which shall be effected under and pursuant to the applicable provisions of the Florida Act, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code, in such proportions and amounts as the Board of Directors may determine. Any such assets remaining and not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such charitable, scientific or educational purposes, or to such other organization(s), as said court shall determine, which are organized and operated exclusively for such charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Code.

## ARTICLE X OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS

### Section 10.1 Limitations and Restrictions under Federal Tax Laws.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, officer, employee or other individual or entity having a personal or private interest in the Corporation; *provided, however*, that the Corporation shall be authorized

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and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

**Section 10.2 Applicable Restrictions if Corporation is Classified as a Private Foundation.**

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined under Section 509(a) of the Code. If, however, at any time, the Corporation is or becomes classified as a private foundation under federal income tax laws, then at such time the Corporation shall be subject to the following restrictions and limitations:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on "undistributed income" imposed by Section 4962 of the Code;

(2) The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code.

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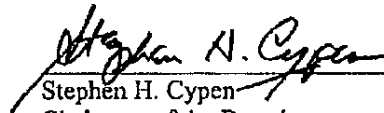
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**ARTICLE XI  
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and to restate these Articles of Incorporation, in the manner provided under the Florida Act (as the same exists or may hereafter be amended), and any and all rights conferred by, under or in these Articles is subject to this reservation.

\* \* \* \* \*

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been duly authorized, approved and adopted by the Corporation's Board of Directors in compliance with the applicable provisions of the Florida Act, amend and supersede the original Charter and Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof, and have been duly executed this 17<sup>th</sup> day of October, 2010.

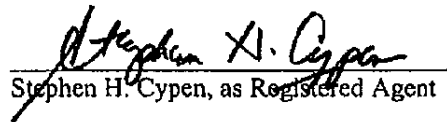
  
\_\_\_\_\_  
Stephen H. Cypen  
Chairman of the Board

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the appointment as the Registered Agent of **Miami Jewish Home and Hospital for the Aged, Inc.** and agrees to comply with all provisions of the laws of the State of Florida, including Section 617.0501, Florida Statutes, relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 617, Florida Statutes.

  
Stephen H. Cypen, as Registered Agent

Date: October 17, 2010

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