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From: Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLINS
Account Number : 076424003301
Phone : (813)223-7474
Fax Number : (813)229-6553

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BASIC AMENDMENT

BEF, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

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**CERTIFICATE OF FIRST AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BEF, INC.**

Pursuant to the requirements of Sections 617.1002, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of First Amendment to the Amended and Restated Articles of Incorporation of BEF, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on April 1, 1975:

1. All the members of Corporation have proposed a change in the Articles of Incorporation, and the members have unanimously voted to said change. Therefore, Articles IV, V, VI, VII, VIII and IX of the Corporation's Articles of Incorporation shall be deleted in their entirety and the following inserted in their place:

"ARTICLE IV

Purpose

Section 1. This Corporation is organized exclusively for charitable, religious, education and the scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended ("IRC"), and to that end to own, construct, maintain and operate a skilled nursing facility including food and medical facilities for the maintenance, care and treatment of the residents of said skilled nursing facility, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. The Corporation is further organized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Law.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 above. 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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal income tax under section 501(c)(3) of the IRC or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC."

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"ARTICLE V

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Member

The Corporation shall have no members."

"ARTICLE VI

Board of Directors

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have at least three (3) Directors, which may be increased from time to time as provided by the Bylaws of this Corporation but shall never be less than three.

Section 2. The Board of Directors shall be elected by a majority vote of the then duly elected and serving Directors of this Corporation present at any regular or duly called special meeting for that purpose.

Section 3. The Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation."

"ARTICLE VII

Bylaws

Section 1. The Board of Directors of this Corporation shall provide and adopt such Bylaws for the conduct of the business of this Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time.

Section 2. The Bylaws of this Corporation may be amended, altered or rescinded by a majority vote of the then duly elected and serving Directors of this Corporation present at any regular or duly called special meeting for that purpose."

"ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by a two-thirds (2/3) percentage vote of the members of the Board of Directors of this Corporation at a regular meeting or at a duly called special meeting upon notice given, as provided by the Bylaws."

"ARTICLE IX

Dissolution

In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the

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Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the IRC, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all of the members of the Corporation on the 14th day of December, 2001, and the number of votes cast for such amendment was sufficient for approval.

DATED this 14th day of December, 2001.

****CORPORATE SEAL****

BEF, INC., a
Florida not for profit corporation

By: David J. Vill
David J. Vill President