

**AVIMED**

**HEALTH PLAN**

Florida 32602-0749  
(352) 372-8400  
(800) 346-0231

July 7, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-07/08/97--01011--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: North Florida Retirement Village, Inc.

Gentlemen:

Attached please find the Amended and Restated Articles of Incorporation to the above referenced corporation along with the required check in the amount of \$87.50 (\$35.00 for filing fee & \$52.50 for certified copy). Please file and return certified copy to the address listed below.

North Florida Retirement Village, Inc.  
Attn.: Kathy Tison  
4300 NW 89th Blvd.  
Gainesville, FL 32606

If you have any questions, please call me at 800-346-0231 extension 40700.

Yours truly,

*Kathy M. Tison*

Kathy M. Tison

FILED  
97 JUL -8 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 26, 1997

FILED  
97 JUL -8 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

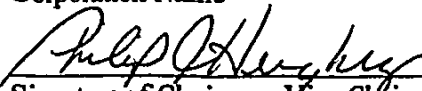
Gentlemen:

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned corporation is filing Amended and Restated Articles of Incorporation.

- First:** The Amended and Restated Articles of Incorporation are attached;
- Second:** The date of the Amended and Restated Articles of Incorporation was January 23, 1996; and
- Third:** The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

North Florida Retirement Village, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Philip J. Hughey

Typed or printed name

President

Title

June 26, 1997

Date

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**NORTH FLORIDA RETIREMENT VILLAGE, INC.**

**(A Corporation Not-For-Profit)**

**FILED**  
**97 JUL -8 AM 10:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Chapter 617 of the Florida Corporations Not-For-Profit Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The Articles of Incorporation are restated to incorporate all amendments adopted by the Board of Directors. The following articles constitute the amended charter in its entirety.

**ARTICLE I - NAME**

The name of this corporation is North Florida Retirement Village, Inc.

**ARTICLE II - PURPOSES**

The general nature of the objects and purposes of this corporation shall be to:

Section 1: Establish and support such religious, charitable and educational activities that will promote the advancement of well-being of mankind, either directly or indirectly, through its cooperation with public or private agencies having like purposes or objects including but not limited to:

- (a) Providing persons who are elderly, who are retired, or who are considering retirement because of age, health or other reasons, together with their spouses and other household members, with housing facilities and services designed to meet the physical, social, psychological and spiritual needs of such individuals, and to contribute to their health, security, happiness, spiritual well-being and usefulness in longer living.
- (b) To operate and maintain buildings and residences to provide for the personal and nursing care of persons identified in the foregoing paragraph, who by reason of illness, physical infirmity or other causes are unable either completely or partially to care for themselves.
- (c) To solicit, collect, receive, accumulate and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, most effectively

operate to further religious, charitable, scientific, literary or educational purposes and to engage in any and all lawful activities incidental to the foregoing purposes except as restricted by the laws of the State of Florida.

(d) Notwithstanding any other provisions of these articles, this corporation will 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 1954 or the corresponding provision 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 1954 or any other corresponding provision of any future United States internal revenue law.

(e) Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

(f) To do any and all of the things hereinabove set forth and all things usual, necessary, or proper in furtherance of or incidental to the purposes as stated herein.

### **ARTICLE III - QUALIFICATION OF MEMBERS**

Section 1. The Corporation shall have two classes of members designated as Class A members and Class B members, respectively.

Section 2. Class A members shall consist of all persons who were members of the Corporation as of June, 1990 and such additional persons as may become Class A members in the future pursuant to the terms of this Article III. Class A members shall have the power (1) to elect the corporation's Board of Directors and (2) to approve new Class A members. Any legally competent person of good reputation who applies for Class A membership and pays the required fee shall be eligible for Class A membership.

Section 3. The sole Class B member shall be Health Improvement, Inc., a Florida not-for-profit corporation. The Class B member shall have the exclusive right (i) to remove members of the Board of Directors with or without cause, (ii) to approve the slate of nominees to be submitted to the Class A members by the Board of Directors for election to the Board and to ratify such election, and (iii) to approve amendments to the Articles of Incorporation and the Bylaws. In addition, the Board of Directors may not, without the prior approval of the Class B member:

- (1) Adopt or amend any annual or long-term capital or operating budget;
- (2) Authorize the corporation to enter into any contract or other transaction which is not provided for in an annual or long-term capital or operational budget

approved by the Class B member, where the amount of the proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the corporation to engage in any financing;

(3) Adopt or change any long-term or master institutional plans of the corporation, including the implementation of new programs or services;

(4) Authorize the corporation to engage in, or enter into any transaction providing for or requiring a Certificate of Need;

(5) Adopt any plan of sale, dissolution, merger or consolidation of the corporation or the disposition of any of the corporation's assets;

(6) Authorize the corporation to enter into any contract, transaction, or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues or property, plant or equipment of the corporation;

(7) Adopt, alter, or change any plan of insurance for the corporation;

(8) Authorize the organization or acquisition of, or organize or acquire, any subsidiary or affiliate of the corporation ("affiliate" shall include any corporation, association, partnership, trust, joint venture, or other entity which directly or indirectly controls, is controlled by, or is commonly controlled with the corporation); or

(9) Authorize the employment or appointment of an auditor for the corporation.

The Bylaws may prescribe additional powers of the Class B member. Any and all rights of voting members not expressly granted to the Class A member shall be deemed granted to the Class B member.

#### **ARTICLE IV - OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the bylaws.

Section 2. The officers shall be elected as provided in the bylaws.

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

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The numbers of directors may be increased from time to time by the bylaws but shall never be less than three (3).

Section 2. The Board of Directors shall be Class A members of the corporation.

Section 3. Members of the Board of Directors shall be nominated, elected and hold office in accordance with the terms of Article II and any provisions of the bylaws not inconsistent therewith.

## **ARTICLE VI - AMENDMENTS**

Section 1. These Articles of Incorporation may be amended at a special meeting of the Class B members called for that purpose by a two-thirds vote of those Class B members present and entitled to vote at such meeting.

Section 2. These Articles of Incorporation may also be amended at a regular meeting of the Class B members upon notice given, as provided for in the bylaws.

## **ARTICLE VII - LOCATION**

The principal office of the corporation shall be at 2801 N.W. 83rd Street in the City of Gainesville, County of Alachua, State of Florida.

## **ARTICLE VIII - NON-PROFIT STATUS**

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda or otherwise act to influence legislation.

Section 3. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time be applied for any purpose other than religious, charitable or education. 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 exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible

under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue law).

#### **ARTICLE IX- POWERS**

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

#### **ARTICLE X - MEETINGS**

Section 1. The annual meeting of the Class A members and Class B members shall be held as may be provided in the bylaws.

Section 2. The Corporation may provide in its bylaws for the holding of additional regular meetings and any special meetings of either the Class A or Class B members and shall provide notice of all such meetings as may be provided in the bylaws.

#### **ARTICLE XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

#### **ARTICLE XII - PERPETUAL EXISTENCE**

The term of this Corporation is perpetual.