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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ST. JOHN'S REHABILITATION HOSPITAL AND NURSING CENTER, INC.
A Florida not-for-profit Corporation

The following Amended and Restated Articles of Incorporation were duly adopted by unanimous vote of the Member(s) and at which the number of votes cast was sufficient for approval, pursuant to the authority and provisions of Florida Statutes and the existing Articles of Incorporation, as amended from time to time. This Amendment is also in conformity with the Bylaws of St. John's Rehabilitation Hospital and Nursing Center, Inc. and no further action is necessary for its approval.

ARTICLE I
NAME

The name of the Corporation is "ST. JOHN'S REHABILITATION HOSPITAL AND NURSING CENTER, INC."

ARTICLE II
PURPOSE

A. The specific and primary purposes for which this Corporation is formed are to operate a Skilled Nursing Facility and Rehabilitation Hospital licensed by the State of Florida, in order to provide elderly persons with facilities and services to meet their physical, social, psychological and spiritual needs, and to promote their health, security, happiness and usefulness in longer living.

B. This Corporation is being formed as part of the social ministry of the Catholic Church and therefore will operate under the supervision and direction of the Archbishop of the Archdiocese of Miami.

C. The general purposes for which this Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

D. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

E. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are

now or may hereafter be conferred on not-for-profit Corporations under the laws of the State of Florida.

ARTICLE III
QUALIFICATIONS FOR MEMBERS AND THE
MANNER OF THEIR ADMISSION

The initial Member shall be the Most Reverend Thomas G. Wenski, Archbishop of the Archdiocese of Miami and his successors in office. Additional Members may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Members may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

ARTICLE IV
RESERVATION OF POWERS TO MEMBER(S)

The Corporation is an apostolate of the Catholic Church and as such the canon law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member(s):

- A. The operating philosophy of the Corporation shall be approved by the Member(s);
- B. Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- C. The Corporation may not be merged or dissolved without the express written approval of the Member(s).

ARTICLE V
ADDRESS OF REGISTERED OFFICE
NAME OF REGISTERED AGENT

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, FL 33134. The registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE VI
BOARD OF DIRECTORS

A. The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than forty (40) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as the Member(s) may determine, in his sole discretion.

B. The Board of Directors shall hold meetings at such time and place as described in the Bylaws but shall meet at least quarterly.

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C. All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

**ARTICLE VII
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE VIII
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IX
BYLAWS**

The Member(s) shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

**ARTICLE X
OFFICERS**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time, except the offices of President and Secretary. Such Officers shall be elected by the Member(s). The Member(s) may remove any or all of the Officers from office, with or without cause, and at such time as the Member(s) may determine.

**ARTICLE XI
POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit Corporations under the laws of the State of Florida.

Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

A. To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, religious and educational purposes of St. John's Rehabilitation Hospital and Nursing Center, Inc.;

B. To lease all or a portion of such real and personal property;

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- C. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations;
- D. To make charitable contributions to any affiliated organizations;
- E. To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- F. To utilize its income in furtherance of the foregoing objectives.

**ARTICLE XII
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(3)(c) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the initial Member which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of the assets will be distributed to any Member, Officer or Director of this Corporation, provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate Member described in Section 501(c)(3) of the Code.

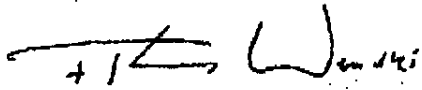
**ARTICLE XIV
CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner consistent with the Code of Canon Law, the religious directives of the Archdiocese of Miami, all applicable directives and teachings of the Roman Catholic Church, and the provisions of the Articles of Incorporation and Bylaws of this Corporation.

**ARTICLE XV
AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Member(s).

IN WITNESS WHEREOF, I have subscribed my name this 21 day of March, 2016.

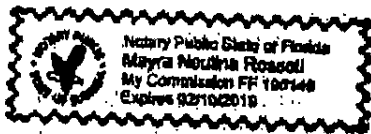


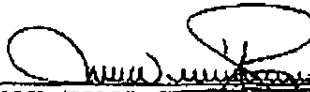
The Most Reverend Thomas G. Wenski

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

On this 21 day of March, 2016, before me a Notary Public, duly authorized in the State and Country aforesaid to take acknowledgements, personally appeared, THE MOST REVEREND THOMAS G. WENSKI, to me known to be the person whose name is subscribed to the within instrument and acknowledge that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 21 day of March, 2016.




NOTARY PUBLIC, STATE OF FLORIDA
At Large.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald
Registered Agent