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Florida Department of State
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Email Address: rgoldstein@menorahmanor.org

MERGER OR SHARE EXCHANGE

Menorah Manor, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	13
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ARTICLES OF MERGER
of
MENORAH MANOR SENIOR LIVING, LLC
with and into
MENORAH MANOR, INC.

Pursuant to Section 605.1025, Florida Statutes, **MENORAH MANOR SENIOR LIVING, LLC**, a Florida limited liability company (the "Merged Company"), and **MENORAH MANOR, INC.**, a Florida not for profit corporation (the "Surviving Entity"), submit these Articles of Merger (the "Articles"):

1. **Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Plan") of the Merged Company and the Surviving Corporation is attached to these Articles as Exhibit A and is specifically incorporated into these Articles by this reference.

2. **Effective Date.** The effective date of the merger shall be the date on which these Articles are filed.

3. **Approval of Merger.** The Board of Trustees and sole member of the Merged Company approved the Plan as of November 18, 2019, in accordance with the applicable provisions of Sections 605.1021 through 605.1026, Florida Statutes. The Board of Trustees of the Surviving Entity approved the Plan as of November 18, 2019, in accordance with the applicable provisions of Sections 617.1101 through 617.1108, Florida Statutes.

4. **Amended and Restated Articles of Incorporation.** The Surviving Entity exists before the merger and is a domestic filing entity. A copy of the Amended and Restated Articles of Incorporation of the Surviving Entity is attached to these Articles as Exhibit B and is specifically incorporated into these Articles by this reference.

5. **Appraisal Rights.** The Surviving Entity agrees to provide any members of the Merged Company with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Entity have executed these Articles of Merger as of November 18, 2019.

**MENORAH MANOR SENIOR LIVING,
LLC**

By: Robert Goldstein
Robert Goldstein, MHA
Chief Executive Officer

MENORAH MANOR, INC.

By: Robert Goldstein
Robert Goldstein, MHA
Chief Executive Officer

From: Fax Admin Fax:
(((H19000351549 3)))

To: 8506176380@rcfax.com Fax: (850) 617-6380

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Exhibit A

Agreement and Plan of Merger

See the attached.

AGREEMENT AND PLAN OF MERGER

of

MENORAH MANOR SENIOR LIVING, LLC
(a Florida limited liability company)

with and into

MENORAH MANOR, INC.
(a Florida not for profit corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 18th day of November, 2019, between **MENORAH MANOR SENIOR LIVING, LLC**, a Florida limited liability company, and **MENORAH MANOR, INC.**, a Florida not for profit corporation (collectively, the "Constituent Entities.")

WITNESSETH:

WHEREAS, Menorah Manor Senior Living, LLC (the "Company") is a limited liability company organized and existing under the laws of the State of Florida, having been formed on July 6, 2007;

WHEREAS, Menorah Manor, Inc. (the "Corporation") is a not for profit corporation organized and existing under the laws of the State of Florida, having been formed on June 30, 1981;

WHEREAS, the Corporation is the sole member of the Company (the "Member");

WHEREAS, the Board of Trustees of the Company, the Corporation, as sole Member of the Company, and the Board of Trustees of the Corporation have deemed it advisable to merge the Company with and into the Corporation (the "Merger") and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of specifying the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Company and the Corporation do hereby agree, subject to the terms and conditions set forth in this Agreement, as follows:

ARTICLE I

The Merger shall become effective on the Effective Date, as defined in Article VII below, at which time the separate existence of the Company shall cease and the Company shall be merged,

pursuant to Florida law, with and into the Corporation, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE III

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the limited liability company interests in the Company shall cease to be outstanding and shall be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.
2. The Surviving Entity shall not have any members or ownership interests.

ARTICLE IV

On the Effective Date, the separate existence of the Company shall cease, and the Surviving Entity shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Company, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all debts, liabilities and obligations of the Company, if any, and neither the rights of creditors nor any liens on the property of the Company shall be impaired by the Merger.

ARTICLE V

The current officers and Trustees of the Surviving Entity shall continue to be the officers and Trustees of the Surviving Entity for the full unexpired terms of their office and until their successors have been elected or appointed and qualified following the Effective Date.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective governing bodies at any time prior to the Effective Date.

ARTICLE VII

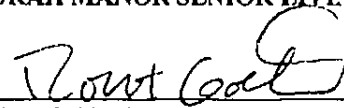
The effective date of the Merger shall be the date the Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").

ARTICLE VIII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the date first above written.

MENORAH MANOR SENIOR LIVING, LLC

By: 
Robert Goldstein, MHA
Chief Executive Officer

MENORAH MANOR, INC.

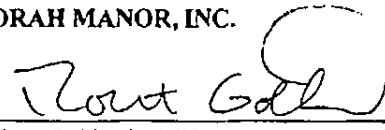
By: 
Robert Goldstein, MHA
Chief Executive Officer

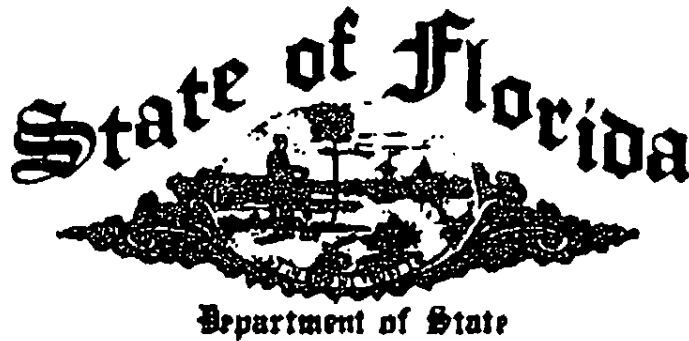
Exhibit B

Amended and Restated Articles of Incorporation of Menorah Manor, Inc.

See the attached.

850-617-8381

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I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on November 29, 2018, for MENORAH MANOR, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H18000339434. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is 758978.

Authentication Code: 518A00024444-113018-758978

-1/1



Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of November, 2018

Ken Dietzner
Ken Dietzner
Secretary of State

850-817-8381

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November 30, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MENORAH MANOR, INC.
255 59 ST N
ST. PETERSBURG, FL 33710-8539

Re: Document Number 758978

The Amended and Restated Articles of Incorporation for MENORAH MANOR, INC., a Florida corporation, were filed on November 29, 2018.

The certification you requested is enclosed. To be official, the certificate for a certified copy must be attached to the original document that was electronically submitted under FAX audit number H18000339434.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Shelia H Young
Regulatory Specialist II
Division of Corporations

Letter Number: 518A00024444

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MENORAH MANOR, INC.
A Florida Corporation Not For Profit**

PURSUANT to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, **MENORAH MANOR, INC.**, a Florida not for profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **MENORAH MANOR, INC.**, and the date of filing its original Articles of Incorporation with the Secretary of State was January 30, 1981.
2. The Corporation does not have members.
3. These Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation that were duly adopted by the Board of Trustees of the Corporation at a meeting on November 19, 2018.
4. The original Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

ARTICLE I

The name of this corporation is **MENORAH MANOR, INC.**

ARTICLE II

The purposes for which this corporation is organized are:

- A. To exist and operate exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any subsequent federal tax laws, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its Trustees or officers or to other private persons, except that this corporation shall be authorized and empowered to pay

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reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

B. To provide for elderly persons, on a non-profit basis, housing and related facilities and services especially designed to meet the physical, social and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living.

C. To own, lease, operate, or manage any asset or facility and to participate in any activity designed or carried on to promote the purposes of this corporation.

D. To operate without regard to race, creed, age, sex, religion or national origin.

E. To carry out its functions such that no substantial part of this corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. This 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.

F. To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time; provided, however, that no part of the assets, income or profits of this corporation shall be distributable to, or inure to the benefit of, any Trustee, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization, and no Trustee, officer, employee, or individual or any entity that is not itself qualified as a Section 501(c)(3) organization shall receive any benefit from this corporation except such reasonable compensation as may be allowed for services actually rendered to this corporation.

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G. To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation, except that this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (iii) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes, or any successor thereto.

ARTICLE III

The current place of this corporation's operation and office is 255 59th Street North, St. Petersburg, Florida 33710.

ARTICLE IV

Upon the termination, dissolution or winding up of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of this corporation, distribute all assets of this corporation to one or more organizations selected by the Board of Trustees organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida exclusively for such purposes or to such organization or organizations as the court shall determine.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

A. Board of Trustees. This corporation shall have a Board of Trustees of at least seven (7) members. The number of Trustees herein provided for may be changed by Bylaws

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duly adopted by the Trustees entitled to vote. Trustees shall be elected annually by majority vote of the Board of Trustees.

B. Elected Officers. The officers of this corporation shall be as provided in the Bylaws.

ARTICLE VII

The Bylaws of this corporation may be amended or repealed in whole or in part by the Trustees in the manner provided therein.

ARTICLE VIII

The name and address of this corporation's current registered agent and registered office are Robert Goldstein, 255 59th Street North, St. Petersburg, Florida 33710.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Trustees after being presented to a quorum of Trustees for their vote. Amendments may be adopted by a vote of a majority of Trustees of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1st day of November, 2018.

By: 
Robert Goldstein
Chief Executive Officer

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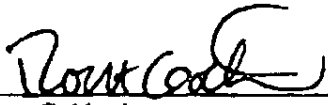
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Menorah Manor, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Menorah Manor, Inc.
2. The name and address of the registered agent and office are Robert Goldstein, 255 59th Street North, St. Petersburg, Florida 33710.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, ROBERT GOLDSTEIN HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. ROBERT GOLDSTEIN FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Robert Goldstein

Date: November 19, 2018

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