

768533

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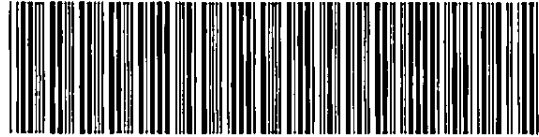
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Name:	SantaFe HealthCare, Inc.
Document #:	
Order #:	15846827

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ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
SANTAFE HEALTHCARE, INC.

2024 SEP -3 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment of the Articles of Incorporation of **SantaFe HealthCare, Inc.**, a not-for-profit corporation under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to Sections 617.1002 and 617.1006, *Florida Statutes*.

FIRST: The name of the Corporation is **SantaFe HealthCare, Inc.** The Corporation's Document Number is 768533. The Corporation's Articles of Incorporation were originally filed on May 19, 1983, and were amended on July 8, 1997, October 1, 2002, October 11, 2004, January 30, 2014, December 15, 2015, and December 19, 2022.

SECOND: The text of each amendment is as follows:

1. The first paragraph of **Article III, Section 1** of the Articles of Incorporation is amended to read as follows:

Purposes. This Corporation is organized exclusively for the charitable purposes expressed below as a not-for-profit Corporation within the meaning of Chapter 617, *Florida Statutes*, organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted exclusively for such purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. The Corporation shall not participate in, or intervene in, any political campaign (including the publishing or distributing of statements) on behalf of (or in opposition to) any candidate for political office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code. No part of its net earnings shall inure to the benefit of any private individual or organization, except for the non-profit organizations which are affiliated with the Corporation which are described in Section 501(c)(3) of the Code, and except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in this Article.

2. **Article III, Section 1D** of the Articles of Incorporation is amended to read as follows:

D. To support the activities and functions of affiliated organizations (the "Affiliates"), which include but are not limited to North Central Florida Hospice, Inc. (and its wholly-owned subsidiary, NCF Support Services, LLC), HFK Care Corporation, SantaFe Senior Living, Inc., North Florida Retirement Village, Inc., East Ridge Retirement


Village, Inc., BVG Acquisition, Inc., Bonita Springs Retirement Village, Inc., SantaFe Senior Living Foundation, Inc. and SF Holding Corp., Inc., as a "supporting organization" within the meaning of Section 509(a)(3)(B)(ii) of the Code (a Type II supporting organization);

THIRD: The Corporation has no members.

FOURTH: The amendment contained in these Articles of Amendment was duly adopted on August 28, 2024 by the Corporation's board of directors, by the affirmative vote of more than two-thirds of the directors then in office, in accordance with the procedures set forth in the Corporation's Articles of Incorporation and Bylaws and in accordance with Section 617.1002, *Florida Statutes*. The vote of the board of directors, being unanimous, was sufficient for approval.

FIFTH: The amendment of the Articles of Incorporation set forth above shall be effective on September 1, 2024.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of August 28, 2024.

Signed by:

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Steven M. Ziegler, as
Chief Executive Officer