

G 15564

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

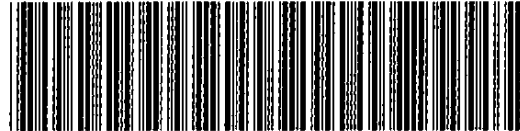
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 FEB 12 AM 11:02
TALLAHASSEE, FLORIDA

APPROVED
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08 FEB 12 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
G. Goulette FEB 13 2008



UCC FILING & SEARCH SERVICES, INC.
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Tallahassee, Florida 32309
(850) 681-6528

HOLD
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February 12, 2008

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Plantation Key Convalescent Center, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
08 FEB 13 PM 4:45

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMISSION
PLEASE HONOR ORIGINAL
DATE OF SUBMISSION
AS FILE DATE

February 12, 2008

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: PLANTATION KEY CONVALESCENT CENTER, INC.
Ref. Number: G15564

We have received your document for PLANTATION KEY CONVALESCENT CENTER, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 008A00009088

AMENDMENT TO ARTICLES OF INCORPORATION
FOR PLANTATION KEY CONVALESCENT CENTER, INC.

This Amendment is made by the Board of Directors and pursuant to the Bylaws of the Corporation no shareholder approval is required.

The following shall amend the provisions of Article 3:

The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

“To acquire, own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the property commonly known as Plantation Key Convalescent Center (the “Property”).”

“To exercise all powers that are authorized by law that are necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.”

The following shall be added as Article 8:

8. Certain Prohibited Activities

“The corporation shall not consolidate or merge with or into any other entity or convey or transfer its property and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the property and assets of the corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Amendment, and (c) shall expressly assume the due and punctual performance of the corporation’s obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage or deed of trust lien exists on the Property, the corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage or deed of trust lien exists on the Property, no material amendment to this certificate of incorporation or to the corporation’s Bylaws may be made without first obtaining approval of the mortgagee or beneficiary holding a first mortgage or deed on the Property.”

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following shall be added as Article 9:

9. Indemnification:

"Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

The following shall be added as Article 10:

10. Separateness Covenants:

"For so long as any mortgage or deed of trust lien exists on any of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

A. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

B. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

C. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

D. It shall not commingle assets with those of its parent and any affiliate.

E. It shall conduct its own business in its own name.

F. It shall maintain financial statements separate from its parent and any affiliate.

G. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

H. It shall maintain an arm's length relationship with its parent and any affiliate.

I. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to

satisfy the obligations of others, except that certain loan in the approximate amount of \$4,888,947.00 to the corporation and others made on or about 2/15/2008 by Capital Lending and Mortgage Group, LLC, a Maryland limited liability company.

J. It shall use stationery, invoices and checks separate from its parent and any affiliate.

K. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate, except that certain loan in the approximate amount of \$4,888,947.00 to the corporation and others made on or about 2/15/2008 by Capital Lending and Mortgage Group, LLC, a Maryland limited liability company.

L. It shall hold itself out as an entity separate from its parent and any affiliate."


For purposes of this Article 10, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specific person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

This Amendment is unanimously adopted by the Board of Directors this 31st day of December, 2007.


Robert M. Becht, Director