

12/11/2017

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HAMPTON COURT NURSING CENTER, LLC

The undersigned hereby submits these Amended and Restated Articles of Organization (these "*A/R Articles of Organization*") for Hampton Court Nursing Center, LLC, a Florida limited liability company (the "*Company*"), under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*. These A/R Articles of Organization amend, restate and replace in the entirety the articles of organization previously filed with the Florida Secretary of State.

ARTICLE I - NAME

The name of the Company is Hampton Court Nursing Center, LLC.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 16100 NW 2nd Avenue, North Miami Beach, Florida 33169.

ARTICLE III - REGISTERED AGENT AND OFFICE

The registered agent for the Company is Deborah L. Moskowitz, Esq., at Quintarios, Prieto, Wood & Boyer, P.A., 255 S. Orange Avenue, 9th Floor, Orlando, Florida 32801.

ARTICLE IV - MANAGEMENT

The Company shall be managed by a manager (the "*Manager*"). The name and address of the Manager is Helayne Stern, 16100 NW 2nd Avenue, North Miami Beach, Florida 33169.

ARTICLE V - HUD FINANCING REQUIREMENTS

Notwithstanding any clause or provision in these A/R Articles of Organization to the contrary and so long as the United States Department of Housing and Urban Development ("*HUD*") or a successor or assign of HUD is the insurer or holder of a loan secured by the skilled nursing facility commonly known as Hampton Court Nursing & Rehabilitation Center (the "*HUD Loan*"), the following provisions shall prevail:

The following terms as used herein shall have the following meanings:

"*HUD Loan Documents*" shall mean (i) the Healthcare Regulatory Agreement - Operator, (ii) the Operator Security Agreement executed by the Company in connection with the HUD Loan and (iii) the Assignment of Rents and Leases executed by the Company in connection with the HUD Loan.

"*Healthcare Facility*" shall mean that certain skilled nursing facility located in Miami-Dade County and commonly known as Hampton Court Nursing & Rehabilitation Center.

The business and purpose of the Company shall consist solely of (a) operating and maintaining the Healthcare Facility, (b) executing, delivering and performing its obligations under the HUD Loan Documents, and (c) any lawful activities permitted under the law of the state in which the Company is organized that are incidental to the foregoing or necessary or convenient to accomplish the foregoing. The Company shall not engage in any other business or activity.

The Company shall comply with all applicable Program Obligations, as that term is defined in the HUD Loan Documents, including those related to distributions.

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The undersigned hereby submits these Amended and Restated Articles of Organization of Hampton Court Nursing Center, LLC, a Florida limited liability company, under the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*.

DATED as of the 11th day of December, 2017


Helaine Steff, Authorized Representative

Statement by Authorized Representative. In accordance with section 605.0203(1)(b), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, *Florida Statutes*.

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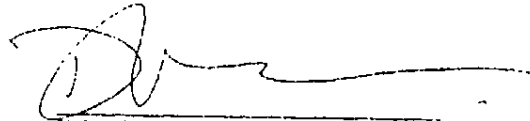
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, *Florida Statutes*, Hampton Court Nursing Center, LLC, a Florida limited liability company, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the limited liability company is Hampton Court Nursing Center, LLC.
2. The name of the registered agent is Deborah L. Moskowitz, Esq.
3. The street address of registered agent is c/o Quintarios, Prieto, Wood & Boyer, P.A., 255 S. Orange Avenue, 9th Floor, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of the position as registered agent.

Dated this 11th day of December, 2017


Deborah L. Moskowitz, Esq.

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