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Division of Corporations

BUSH ROSS P A

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L08000073591

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LIFEPOINTE VILLAGE-VILLAGE VIEW, LLC

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EXAMINER

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
LIFEPOINTE VILLAGE-VILLAGE VIEW, LLC**

Pursuant to the provisions of Chapter 608, Section 608.411 of the Florida Limited Liability Company Act, LifePointe Village-Village View, LLC (the "Company") adopts the following Amended and Restated Articles of Organization:

**ARTICLE I
PREVIOUSLY FILED ARTICLES**

The Articles of Organization for this Limited Liability Company were filed with the office of the Florida Secretary of State on July 31, 2008 and assigned Florida document number L08000073591.

**ARTICLE II
NAME**

The name of the Company is **LIFEPOINTE VILLAGE-VILLAGE VIEW, LLC**

**ARTICLE III
FISCAL YEAR**

The fiscal year end of the Company is December 31.

**ARTICLE IV
PRINCIPAL OFFICE**

The street address of the Company's initial principal office in the State of Florida is 50 A1A North, Suite 110, Ponte Vedra Beach, Florida 32082.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the Company is 7203 Goodman Rd., Olive Branch, MS 38654.

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The name and Florida street address of the registered agent is Selah Management Group, LLC, 50 A1A North, Suite 110, Ponte Vedra Beach, Florida 32082.

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ARTICLE VII MANAGEMENT

The Company shall be Manager managed. The names and addresses of the Company's initial Managers are:

Curtis M. Cluff, Manager
7729 E. Greenway Rd.
Scottsdale, AZ 85260 USA

Edward Moriarity, Manager
7729 E. Greenway Rd.
Scottsdale, AZ 85260 USA

David M. Dunlap, Manager
7203 Goodman Rd.
Olive Branch, Ms 38654 USA

ARTICLE VIII GENERAL PURPOSES AND POWERS

The Company is not-for-profit and is irrevocably organized, dedicated to, and shall be operated exclusively for, nonprofit purposes. This Company is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding sections of any future U.S. federal tax code (collectively, the "Code"), and all within the meaning of these terms as defined by the Code or governing regulations concerning 501(c)(3) organizations. The Company shall be limited to the permitted business and activities of its sole member, Partners in Action, Inc. (the "Member"), which is an Arizona not-for-profit corporation, exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. The Company shall not engage in a business inconsistent with its Member's exempt purposes. Consistent herewith, the Company's specific purpose is to develop, construct, maintain, operate, and lease an assisted living facility for elderly families and elderly persons and a senior living campus and other related ancillary services consistent with its Member's non-profit purpose and all legal attendant activities thereto.

ARTICLE IX PROHIBITED ACTIVITIES

No part of the income, assets or net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for expenses paid on behalf of the Company in furtherance of its exempt purposes set forth herein, and to make payments and distributions in furtherance of its exempt purposes set forth herein. No substantial part of the activities of the Company shall be the

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carrying on of propaganda, or otherwise attempting to influence legislation, and the Company 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. Nor shall this Company engage in any activities that will characterize it as an "action" organization. Furthermore, notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on (a) by a Company exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future U.S. federal tax code, or (b) by any corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future U.S. federal tax code. The Company shall not carry on any activities which do not further its exempt purposes, except where any such non-exempt activities are an insubstantial part of the Company's activities.

ARTICLE X DISSOLUTION

Upon the dissolution of the Company, or upon partial liquidation if permitted by law, the assets of the Company remaining after payment of all costs and expenses of such dissolution shall be turned over, delivered, conveyed and distributed for one or more exempt purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Code, or the corresponding section of any future U.S. federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, upon approval by the Managers through consent action or at any regular or specially called meeting. Any such assets not so disposed shall be disposed by a Court of competent jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of the dissolution of the Company or the winding up of its affairs, or other liquidation of its assets, the Company's assets shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Company's debts shall be conveyed or distributed only as set forth above.

ARTICLE XI AMENDMENTS TO THE ARTICLES OF ORGANIZATION

The Company's Articles of Organization may be amended by unanimous written consent of the Managers, or at any regular or specially called meeting of the Managers by a minimum of seventy-five percent (75%) of those Managers in attendance, provided a quorum is present.

SIGNED this 22nd day of August, 2008.


DAVID M. DUNLAP, Secretary/Manager

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REGISTERED AGENT CONSENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar and accept the obligations of my position as registered agent provided for in Chapter 608, F.S.

Selah Management Group, LLC

By: 

Alan D. Parrish, Managing Member

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