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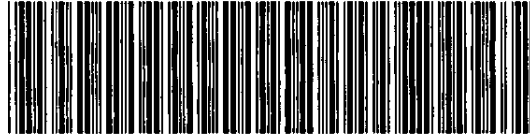
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**Second Amended and Restated
Articles of Organization
of
Pines of Sarasota Healthcare, LLC**

The undersigned being authorized to execute and file these Second Amended and Restated Articles of Organization hereby certifies that the original Articles of Organization were filed on October 7, 2015 and that:

**ARTICLE I
NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company is **Pines of Sarasota Healthcare, LLC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the limited liability company is:

1501 N. Orange Ave.
Sarasota, Florida 34236

**ARTICLE III
REGISTERED AGENT**

The name and street address of the limited liability company's registered agent is:

Kraig H. Koach
2750 Ringling Boulevard, Suite 3
Sarasota, FL 34237

**ARTICLE IV
MEMBER**

The names and address of the Member is:

Pines of Sarasota Management Corporation, (AMBR)
1501 N. Orange Ave.
Sarasota, FL 34236

A Member shall be limited to only such entity or organization qualifying as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Member's rights shall be limited to governance rights in the Company. A Member shall not have financial rights nor ownership rights in the assets of the company. Members will expeditiously and vigorously enforce all their rights in the Company and pursue all legal and equitable

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remedies to protect their interests in the Company. If a Member at any time fails to qualify as an exempt organization under 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, such Member shall be Involuntarily Dissociated from the Company on the date that is 90 days from the date of its final termination of tax exempt status, if it is unable to cure the issue causing its loss of tax exempt status within that time. If the Dissociated Member is the sole Member of the Company, the Company may add an entity or organization that qualifies as an exempt organization under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as a Member to the Company or, in the event no such Member is added, the Company shall terminate. Membership qualifications and rights shall be as further stated in the Operating Agreement.

ARTICLE V MANAGER

The initial Manager of the limited liability company is Pines of Sarasota Management Corporation. The manner in which a manager is elected or appointed is provided in the Operating Agreement of the limited liability company.

ARTICLE VI EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Organization (the "Articles") shall be the date of filing of these Articles and the limited liability company shall have perpetual existence thereafter.

ARTICLE VII PURPOSE

The Company is organized exclusively for lawful charitable, religious, educational, and scientific purposes as defined under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such charitable purpose shall include but not be limited to providing individuals with limited resources compassionate care encompassing excellent health, social and support services and programs which enhance quality of life in a residential setting. The Company shall be operated exclusively to further the exempt purpose of its Members.

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**ARTICLE VIII
OPERATIONS OF TAX EXEMPT LIMITED LIABILITY COMPANY**

8.1 Distributions.

A. No part of the net earnings of the limited liability company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the limited liability company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Sixth hereof. No substantial part of the activities of the limited liability company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the limited liability 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. Notwithstanding any other provision of these articles, the limited liability company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The Member shall annually determine all distributions made from income and principal of the Company (including funds held by trustees, custodians, or agents of the Company) pursuant to provisions of the Articles of Organization, and this Operating Agreement. The Member shall determine all disbursements to be made for administrative expenses incurred by the Company, and direct the respective trustees, custodians, or agents having custody of funds of the Company as to payment thereof and funds to be charged.

C. The Member may, in furtherance of the Company's charitable purposes, direct distributions to such organizations, governments, or governmental agencies as in the opinion of the Member can carry out the charitable purpose of the Company as determined by the Member.

D. Disbursements for proper administrative expenses incurred by the Member, shall be directed to be paid so far as possible, first from any funds designated by the donor for such purpose, fees levied for such purpose and any balance out of income of the funds of the Company or such of its principal not specifically restricted against such use.

8.2 Distribution or Transfer to a Member. The Company is prohibited from distributing any assets, other than in exchange for fair market value, to Members who have ceased to be organizations described in 501(c)(3).

8.3 Prohibitions on Mergers or Conversions. The Company and its Members are strictly prohibited from merging with or converting the Company into an entity that is not exempt under Section 501(c)(3).

**ARTICLE IX
OPERATING AGREEMENT**

The power to adopt, alter, or amend the Operating Agreement shall be vested in the Members of this limited liability company. All amendments must remain in compliance with the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE X
AMENDMENTS TO ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended or restated as stated in the Operating Agreement. All amendments must remain in compliance with the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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**ARTICLE XI
DISSOLUTION**

Upon the dissolution of this limited liability company, the assets of this limited liability company shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the limited liability 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 WITNESS WHEREOF, the undersigned have executed these Second Amended and Restated Articles of Organization this 12th day of August, 2016 which shall become effective on the date of filing of these Articles.

I submit this document and affirm 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 s.817.155, F.S.

Pines of Sarasota Healthcare, LLC,
by its sole Member
Pines of Sarasota Management Company

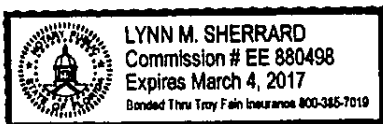
By: *Joyce Johnson*
Its: Director

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kraig H. Koach
Kraig H. Koach, Esq., Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of August, 2016, by Kraig H. Koach as Registered Agent, who is personally known to me, and who did take an oath.



Lynn M. Sherrard
Notary Public