

L24000209837

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CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext:
Date: 05/09/24
Order #: 1502068-1
Re: Orange County SNF OPCO II LLC
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$125.0 - FL State Account Number:

I20000000195

AUTH

A handwritten signature in black ink, appearing to read "Shauna Godbolt", is written over the word "AUTH" and extends to the right.

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
ORANGE COUNTY SNF OPCO II LLC


Under Chapter 605 of the Florida Statutes

Article I. The name of the Limited Liability Company is **ORANGE COUNTY SNF OPCO II LLC** (the "Company").

Article II. The mailing address and street address of the principal office of the Company is c/o 6629 Spring Street, Douglasville, Georgia 30134.

Article III. The name of the Company's registered agent for service of process in the State of Florida is Corporation Service Company. The address of the Company's registered office in the State of Florida, and the address of such registered agent, is 1201 Hays Street, Tallahassee, FL 32301.

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 with and accept the obligations of my position as registered agent as provided for in Chapter 605 of the Florida Statutes.



Registered Agent's Signature

Article IV. The name and address of the entity authorized to manage and control the Company:

Title: Name and address:

MGR AbleHearts Florida Healthcare LLC, 6629 Spring St., Douglasville, Georgia
30134

Article V. The sole member of the Company shall at all times be Ablehearts Florida Healthcare LLC (the "Member").

Article VI. The Company is organized on a not-for-profit basis exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal

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code, including to hold property for the benefit of, and otherwise support the charitable purposes of, the Member, and to engage, in furtherance of the foregoing, in any lawful act or activity consistent with the foregoing purposes for which a limited liability company may be organized under the Florida Statutes, except as restricted herein or in the limited liability company agreement of the Company. Such charitable purposes specifically include the power to foster, support, provide, develop, acquire, construct, rehabilitate and/or operate or manage, directly or through related entities, the operations of qualified affordable healthcare facilities with long and short term residential housing accommodation for elderly persons and/or mentally or physically disabled persons.

Article VII. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, its managers, officers, or other private persons, except that the 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 VI hereof, including distributions from time to time to the Member. No substantial part of the activities of the Company shall be the 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. Notwithstanding any other provision of these Articles of Organization, the 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 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 Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed this 30th day of April, 2024 in accordance with section 605.0203(1)(b) of the Florida Statutes by the undersigned authorized representative of the Member. The undersigned hereby confirms that they are 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 of the Florida Statutes.

/s/ Gabriella Camilleri

Gabriella Camilleri, Authorized Representative
CSC FIN-49691

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