

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**N00000005242**

CONTACT: CINDY HICKS

DATE: 8-10-00

900003352149--4  
-08/10/00--01045--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0150.12706

CORP. NAME: PONCE PLAZA, INC.

FILED  
00 AUG 11 32  
SECRET  
TALLAHASSEE FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

STATE FEES PREPAID WITH CHECK# 8539 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials \_\_\_\_\_

RECEIVED  
AUG 10 2000  
10 10 31 AM  
SMITH

**ARTICLES OF INCORPORATION  
OF  
PONCE PLAZA, INC.  
(A Florida Corporation Not For Profit)**

FILED  
00 AUG 10 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is PONCE PLAZA, INC. (hereinafter called the "Corporation").

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 320 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV  
PURPOSES**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, the provision of nursing facility services to the sick and aged and for the purposes of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE V  
POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the

furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

**ARTICLE VI**  
**GOVERNING BOARD**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than four (4). The number and method of election of the directors of the Corporation shall be as stated in the Bylaws. The number constituting the initial Board of Directors is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Russell Galbut  
320 Collins Avenue  
Miami Beach, Florida 33139

William Zubkoff  
320 Collins Avenue  
Miami Beach, Florida 33139

Felice Schwartz  
320 Collins Avenue  
Miami Beach, Florida 33139

Elliot Kalus  
320 Collins Avenue  
Miami Beach, Florida 33139

**ARTICLE VII**  
**MEMBERSHIP**

The sole member of the Corporation shall be Hebrew Homes Health Network. The requirements, qualifications, privileges and limitations attendant to membership in the Corporation shall be as set forth in the Corporation's Bylaws.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation 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.

**ARTICLE IX**  
**CHARITABLE RESTRICTIONS AND LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 II hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE X**  
**BYLAWS**

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

**ARTICLE XI**  
**AMENDMENTS**

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members.

**ARTICLE XII**  
**OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 320 Collins Avenue, Miami Beach, Florida, 33139, and the name of its initial registered agent at such office is William Zubkoff.

**ARTICLE XIII**  
**INCORPORATOR**

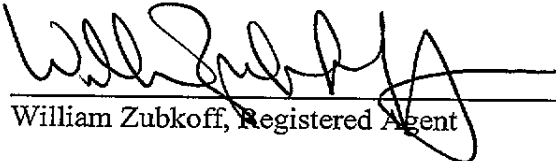
The incorporator of the Corporation is William B. Eck, Esq. and his address is Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

DATED: August 8, 2000.

  
\_\_\_\_\_  
William B. Eck, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PONCE PLAZA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.

  
\_\_\_\_\_  
William Zubkoff, Registered Agent

Date: August 8, 2000

MIAMI  
00 AUG 10 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MIAMI/CALIFANOP/1161632/\_wbk01!.DOC/8/08/00/13645.010000