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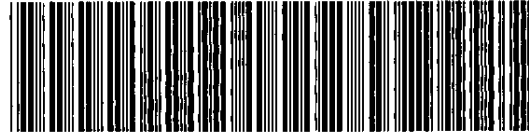
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DIVISION OF CORPORATIONS
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Amended/CC
Restated/Name
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@ 7/5/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami Jewish Health Systems Foundation, Inc.

DOCUMENT NUMBER: N03000008462

Please return all correspondence concerning this matter to the following:

Marilyn Lettman

(Name of Contact Person)

Miami Jewish Health Systems Foundation, Inc.

(Firm/ Company)

5200 NE 2 Avenue

(Address)

Miami, FL 33137

(City/ State and Zip Code)

mlettman@mjhha.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilyn Lettman

(Name of Contact Person)

at (305) 751-8626

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED FOUNDATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, and Sections 617.1002 and 617.1007, (as the same may be amended from time to time) (the "Florida Act"), the original Articles of Incorporation of MIAMI JEWISH HOME AND HOSPITAL FOR THE AGED FOUNDATION, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), the original Charter for which was filed with and approved by the Florida Department of State on or about September 3, 2003, are hereby amended and restated in their entirety as follows:

These Amended and Restated Articles of Incorporation (the "Articles of Incorporation") were duly approved and adopted by the Corporation's Board of Directors at a meeting held on the 13th day of June, 2011.

* * * *

**ARTICLE I
NAME**

The name of the Corporation is **MIAMI JEWISH HEALTH SYSTEMS FOUNDATION, INC.** (hereinafter, the "Corporation")

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of the Corporation is 5200 N.E. 2nd Avenue, Miami, Florida 33137.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is Marilyn Lettman, 5200 N.E. 2nd Avenue, Miami, Florida 33137.

ARTICLE IV PURPOSE

The Corporation is a not-for-profit organization, formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (all references to Sections of the Code include the rules and regulations promulgated there under and the corresponding provisions of any subsequent federal tax law).

The Corporation is organized and shall be operated as a philanthropic organization exclusively for the benefit of the Miami Jewish Health Systems, Inc., its subsidiaries and wholly owned entities (hereinafter referred to as "MJHS") so long as the organization is operated exclusively for charitable, educational or religious purposes, by soliciting funds from private and public sources to be used to support the activities, programs and capital requirements of MJHS to enhance the quality of life for those served through MJHS. In the event MJHS should cease to exist for any purpose or no longer be a qualified organization as defined below, then the Corporation shall be organized and shall be operated exclusively for the benefit of any other qualified organization which is operated for similar purposes and conducts or supports similar activities as MJHS. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509 (a)(1) or (a)(2) of the Code.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon the power to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income there from or distribute the same for the above purposes. In addition to the above, the Corporation is empowered to create wholly owned subsidiary entities for the purpose of holding title to real property and has the authority to sell and convey property for purposes of reinvesting the proceeds in other productive assets.

In furtherance of the foregoing purposes, and subject to the limitations and restrictions set forth in these Articles, the Corporation shall have all lawful corporate and other powers necessary or appropriate to such purposes, as conferred to the Corporation under the Florida Act, as it may be amended or replaced from time to time, or the provisions of any similar law, and the power to do all things necessary, proper and consistent with maintaining its tax exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code.

ARTICLE V BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation (the "Board of Directors" or the "Board"), which shall consist of not fewer than three (3) individuals. The number of individual members of the Board ("Directors") shall be fixed from time to time, and may be increased or decreased (but may never be decreased to fewer than three members), as provided in the Bylaws of the Corporation. The Directors shall be elected or appointed, and subject to removal, in the manner and for the term as provided in the Bylaws of the Corporation.

ARTICLE VI MEMBERS

Membership in the Corporation shall be closed and limited solely to Miami Jewish Health Systems, Inc.

ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION

Directors and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action, to the full extent permitted or authorized under the Florida Act and the Bylaws of the Corporation. Current and former Directors, officers, employees and agents of the Corporation shall be entitled to indemnification, and advancement of expenses, from the Corporation, as provided in the Bylaws of the Corporation and consistent with the applicable provisions of the Florida Act.

ARTICLE VIII BYLAWS & BYLAW AMENDMENTS

The Corporation shall have Bylaws, which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, of the Corporation shall be vested exclusively in the Board of Directors, in the manner and on the terms provided in the Bylaws of the Corporation.

ARTICLE IX DISSOLUTION

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, which shall be effected under and pursuant to the applicable provisions of the Florida Act, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation to MJHS, or if same should no longer be in operation or compliance, in accordance with Article IV.

ARTICLE X OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, officer, employee or other individual or entity having a personal or private interest in the Corporation; provided, however, 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 IV.

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and that is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on

- (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or
- (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or
- (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

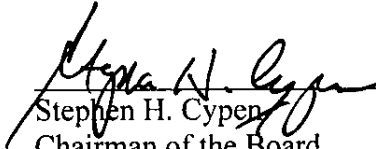
ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and to restate these Articles of Incorporation, in the manner provided under the Florida Act, and any and all rights conferred by, under or in these Articles are subject to this reservation.

* * * *

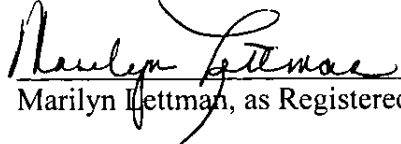
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been duly authorized, approved and adopted by the Corporation's Board of Directors in compliance with the applicable provisions of the Florida Act, amend and supersede the original Charter and Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof, and have been duly executed this 13th day of June 2011.



Stephen H. Cypen
Chairman of the Board

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of **Miami Jewish Home and Hospital for the Aged Foundation, Inc.** and agrees to comply with all provisions of the laws of the State of Florida, including Section 617.0501, Florida Statutes, relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 617, Florida Statutes.


Marilyn Lettman, as Registered Agent

Date: June 13, 2011

Articles of Amendment
to
Articles of Incorporation
of

Miami Jewish Home & Hospital for the Aged Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N03000008462

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Miami Jewish Health Systems Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Marilyn Lettman

5200 NE 2 Avenue

New Registered Office Address:

(Florida street address)

Miami

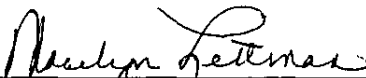
(City)

Florida 33137

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached

[illegible]

The date of each amendment(s) adoption: 06/13/2011

(date of adoption is required)

Effective date if applicable: _____

(no more than 90 days after amendment file date)

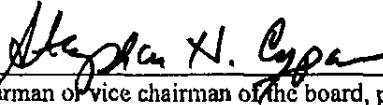
Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/30/2011

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stephen H. Cypen

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)