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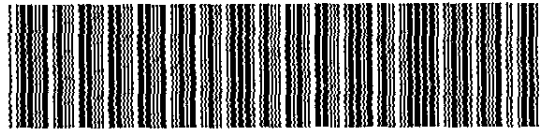
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*Amended &  
Restated Articles &  
Name Change*

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 240137 166357A

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 35.00

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ORDER DATE : September 12, 2003

ORDER TIME : 11:27 AM

ORDER NO. : 240137-005

CUSTOMER NO: 166357A

CUSTOMER: Ms. Millie Folgado  
Mount Sinai Medical Center  
4300 Alton Road

Miami, FL 33140  
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DOMESTIC AMENDMENT FILING

NAME: MOUNT SINAI-ST. FRANCHIS  
NURSING AND REHABILITATION  
CENTER, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115  
EXAMINER'S INITIALS: \_\_\_\_\_

**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MOUNT SINAI-ST. FRANCIS NURSING AND REHABILITATION CENTER, INC.,  
a Florida not-for-profit corporation**

03 SEP 12 PM 5:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED OFFICER**, a natural person competent to contract, hereby files these Third Amended and Restated Articles of Incorporation (the "Articles of Incorporation") of Mount Sinai-St. Francis Nursing and Rehabilitation Center, Inc., a Florida not-for-profit corporation (the "Corporation"), and hereby certifies as follows:

These Articles of Incorporation were duly adopted by the sole member of the Corporation (the "Member") as of June 7, 2003. All amendments included herein have been adopted pursuant to § 617.1007(2) of the Florida Not-For-Profit Corporation Act.

Articles I through X are deleted in their entirety and replaced with the following Articles I through X:

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT**

**Section 1. Name.** The new name of this Corporation shall be MS/SF Postrans, Inc.

**Section 2. Address.** The address of the principal office and the mailing address of the Corporation is:

4300 Alton Road  
Warner Building, Fifth Floor  
Miami Beach, Florida 33140

**Section 3. Registered Office and Agent.** The street address of the registered office and the registered agent of the Corporation is:

Priscilla Friedland  
4300 Alton Road  
Warner Building, Fifth Floor  
Miami Beach, Florida 33140

**ARTICLE II**  
**PURPOSES & POWERS**

**Section 1. Purposes.**

The purposes of the Corporation shall be:

(a) To receive and administer funds and property for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code");

(b) To promote and support the charitable, scientific, educational and religious activities of organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and

(c) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

**Section 2. Powers.**

(a) This Corporation shall have all the powers of a natural person and as provided by law subject only to limitations imposed by these Articles of Incorporation, the Bylaws of MS/SF Postrans, Inc., as amended and restated (the "Bylaws") and applicable laws. Notwithstanding any such powers, or any other provision of these Articles of Incorporation, this Corporation shall not 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 Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) or 2055(a) of the Code.

(b) Notwithstanding any powers granted to this Corporation by these Articles of Incorporation, the Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that the benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as allowed pursuant to Section 501(h) of the Code).

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Subject to the approvals set forth in these Articles of Incorporation and any approvals required by Florida law, upon the dissolution of the Corporation, the Member shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the remaining assets of the Corporation to Mount Sinai Medical Center of Florida, Inc., a Florida not-for-profit corporation ("Mount Sinai"), in accordance with the Bylaws of the Corporation, or, if Mount Sinai is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then such assets shall be distributed by Mount Sinai, at the direction of its board of trustees, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

### **ARTICLE III** **MEMBERS**

**Section 1.** Unless changed by an amendment to these Articles of Incorporation of the Corporation, Mount Sinai shall be the sole Member of the Corporation, and shall have and exercise such reserved powers and rights as set forth in these Articles of Incorporation and Bylaws of the Corporation.

**Section 2.** All corporate powers shall be exercised by or under the authority of, and the affairs and business of the Corporation shall be managed by or under the direction of the board of trustees (the "Board"), except to the extent that certain powers, rights and duties with respect to such matters are reserved to the Member in these Articles of Incorporation or the Bylaws of the Corporation, or delegated to the President or other officers of the Corporation. With respect to responsibilities reserved to the Member, action by the Corporation shall not be taken until the Member, acting through its board of trustees, shall have exercised its reserved powers in accordance with its governance documents. Action by the Corporation with respect to which action by the Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Member.

### **ARTICLE IV** **TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE V** **OFFICERS**

The Corporation shall have a President and such other officers as are set forth in the Corporation's Bylaws. A person may hold more than one office. The officers shall be appointed,

removed and hold office as provided in, and shall have such powers, rights and duties as are set forth in the Corporation's Bylaws.

## **ARTICLE VI TRUSTEES**

**Section 1.** Subject to the rights reserved to the Member, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board, which shall consist of no fewer than three (3) persons.

**Section 2.** Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board shall be governed by the Bylaws of the Corporation.

## **ARTICLE VII BYLAWS**

The Member shall adopt the Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Member in the manner permitted by the Bylaws which is in accord with the purposes of the Corporation.

## **ARTICLE VIII AMENDMENT**

These Articles of Incorporation may be amended by the Corporation's Member.

## **ARTICLE IX INDEMNIFICATION**

**Section 1.** Terms used in this Article IX shall have the meanings ascribed to them by F.S. §§ 617.0834 and 617.0831 or any amended or successor sections of the Florida Statutes.

**Section 2.** The Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify the Member, and the Corporation's officers, directors, trustees, employees or agents who were or are a party to any proceeding, against liability including expenses incurred in connection with such proceeding and including any appeal thereof, provided, however, that the Corporation shall not, under this Section 2 or Section 1, indemnify the Member, and the Corporation's officers, directors, trustees, employees or agents if a judgment or other final adjudication establishes that any actions or omission to act by the Member or the Corporation's officers, trustees, employees or agents (a) were material to the cause of action so adjudicated and (b) constitute:

(i) A violation of the criminal law, unless the Member, or the Corporation's officers, directors, trustees, employees or agents had reasonable cause to believe their conduct was lawful or had no reasonable cause to believe their conduct was unlawful;

(ii) A transaction from which the Member, or the Corporation's officers, directors, trustees, employees or agents derived an improper personal benefit, either directly or indirectly; or

(iii) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of the Member.

**Section 3.** If the Corporation fails to indemnify the Member, or the Corporation's officers, directors, trustees, employees or agents as provided for in Section 2, then the Member, or the Corporation's officers, directors, trustees, employees or agents may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the Member, or the Corporation's officers, directors, trustees, employees or agents are entitled to mandatory indemnification pursuant to F.S. § 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) the Member, or the Corporation's officers, directors, trustees, employees or agents are entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its power pursuant to Section 4; or

(c) the Member, or the Corporation's officers, directors, trustees, employees or agents are fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standards of conduct set forth in F.S. § 607.0850 or any amended or successor section.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. § 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to the Member, or the Corporation's officers, directors, trustee, employees or agents under the Corporation's Bylaws, or any agreement, vote of disinterested trustees, or officers, both as to actions of the Member, or the Corporation's officers,

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directors, trustees, employees or agents in their official capacity and as to actions in another capacity while holding such office or function.

**Section 5.** Expenses incurred by the Member, or the Corporation's officers, directors, trustees, employees or agents in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon such terms or conditions as the Member may, from time to time, deem appropriate but which terms will require, at minimum, upon receipt of an undertaking by or on behalf of the Member, or the Corporation's officers, directors, trustees, employees or agents to repay such amount if they are ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX.

**Section 6.** Indemnification and/or advancement of expenses as provided in this Article IX shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a Member, or officer, director, trustee, employee or agent of the Corporation and shall inure to the benefit of the successors, assigns, heirs, executors, and administrators of such person.

**Section 7.** This Article IX shall be interpreted to permit, but not require, indemnification or advancement of expenses, or both, to the fullest extent permitted by law. If any part of this Article IX shall be found to be invalid or ineffective in any proceeding the validity and effect of the remaining part thereof shall not be affected.

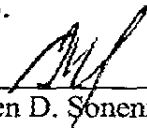
**Section 8.** Nothing in this Article IX is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Member, or the Corporation's officers, directors, trustees, employees or agents, as the same exists in F.S. § 617.0834 or any amended or successor section.

**Section 9.** All references to the Member in this Article IX shall be deemed to include its officers, trustees, employees and agents, as applicable.

## **ARTICLE X CONDUCT OF AFFAIRS**

The business and affairs of the Corporation shall be conducted in a manner that complies with the health care mission, philosophy and policies of the Member and provisions of these Articles of Incorporation and the Bylaws of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed these Third Amended and Restated Articles of Incorporation as of the 7th of June, 2003.

  
\_\_\_\_\_  
Steven D. Sonnenreich, President



### ACCEPTANCE OF REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Date: 9/11/03

Name: Priscilla Friedland  
Priscilla Friedland