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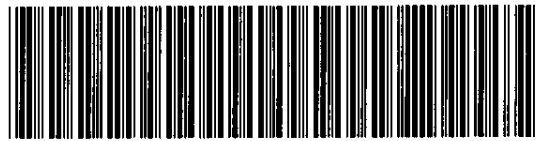
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MRS
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Greenberg Traurig, P.A. - June Vickers
 Requester's Name

101 East College Avenue
 Address

Tallahassee, FL 32301 850/222-6891
 City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ponce Plaza Properties, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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**ARTICLES OF INCORPORATION
OF
PONCE PLAZA PROPERTIES, INC.**

(A Florida Corporation Not For Profit)

**ARTICLE I
NAME**

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

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 1800 N.E. 168th Street, Suite 200, North Miami Beach, Florida 33162.

**ARTICLE III
DURATION**

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

**ARTICLE IV
PURPOSES**

This Corporation is organized to operate solely for the benefit of, and to perform the function of, and to carry out the purposes of Ponce Plaza, Inc., a Florida not-for-profit corporation ("Supported Organization"), an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and will be supervised and controlled in connection with the Supported Organization. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

**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 three (3). 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 three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Russell Galbut
1800 N.E. 168th Street, Suite 200
North Miami Beach, Florida 33162

William Zubkoff
1800 N.E. 168th Street, Suite 200
North Miami Beach, Florida 33162

Elliot Kalus
1800 N.E. 168th Street, Suite 200
North Miami Beach, Florida 33162

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 Code, or the corresponding provision of any future United States Internal Revenue law, 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 Code, or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

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 Code, or the corresponding provision of any future United States Internal Revenue law, 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 Code, or the corresponding provision of any future United States Internal Revenue law; and

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

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 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation Systems.

ARTICLE XIII
INCORPORATOR

The incorporator of the Corporation is Robert McDonald, 101 East College Avenue, Tallahassee, Florida 32301.

DATED: February 10, 2009.



Robert McDonald, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CT CORPORATION SYSTEMS
Registered Agent
Chris McNeair
Assistant Secretary

By:  _____

Date: February 10, 2009

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