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**FLORIDA PROFIT/NON PROFIT CORPORATION
BROOKS SKILLED NURSING FACILITY B, INC.**

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ARTICLES OF INCORPORATION
OF
BROOKS SKILLED NURSING FACILITY B, INC.

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be: BROOKS SKILLED NURSING FACILITY B, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 3599 University Blvd. S., Jacksonville Florida 32216, and may be changed to such other address as may be determined by the Board of Directors from time to time.

(d) The resident agent of the Corporation is Robert H. Fritchard, whose address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II
PURPOSES

(a) The Corporation is organized exclusively for charitable, scientific, medical and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to provide medical and other care including, without limitation, by owning, operating, and managing long-term care facilities that provide skilled nursing care, custodial and non-skilled care and assisted living services.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). 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.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

(vi) At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

(vii) The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, without limitation, the power to: (A) receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Code, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; (B) dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; (C) borrow funds for the benefit of the Corporation, for the benefit of the Member, for the benefit of Genesis Health, Inc., a Florida not for profit corporation doing business as Brooks Health System ("Brooks Health System") and the sole member of the Member, or for the benefit of any affiliate of Brooks Health System; (D) make contributions, distributions, grants or loans to the

Member, Brooks Health System or any affiliate of Brooks Health System; and (E) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including, without limitation, making contributions, distributions, grants or loans to other organizations recognized as exempt under Section 501(c)(3) of the Code, whether or not such organizations are affiliated with Brooks Health System.

ARTICLE III MEMBERSHIP

The sole member of the Corporation shall be Brooks Skilled Nursing, Inc., a Florida not for profit corporation (the "Member"). The Member shall have all of the rights and privileges of the member as set forth in the Bylaws of the Corporation.

ARTICLE IV DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected by the Member as provided in the Bylaws of the Corporation.

ARTICLE V AMENDMENTS TO ARTICLES

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Directors with the duly authorized written consent of the Member. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Corporation.

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws with the duly authorized written consent of the Member.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter

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617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VIII
INCORPORATION

The name and address of the sole incorporator of the Corporation is Robert H. Pritchard, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 24th day of June 2011.



Robert H. Pritchard
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BROOKS SKILLED NURSING FACILITY B, INC.
2. The name and address of the registered agent and office are:

ROBERT H. PRITCHARD
1301 RIVERPLACE BOULEVARD, SUITE 1500
JACKSONVILLE, FLORIDA 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Dated: June 24 2011.


Robert H. Pritchard

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