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TALLAHASSEE, FLORIDA



William B. Eck  
Tel (202) 331-3122  
Fax (202) 261-4755  
eckw@gtlaw.com

June 13, 2012

**VIA HAND-DELIVERY**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: PLAZA ADVANTAGE HEALTH CORP.

Dear Sir or Madam:

Enclosed for filing are an original and two copies of the Articles of Incorporation of PLAZA ADVANTAGE HEALTH CORP., and a check payable to the Florida Department of State in the amount of \$78.75, in payment of the filing fee and for a certified copy.

From: William B. Eck  
Greenberg Traurig, LLP  
2101 L Street, N.W.  
Suite 1000  
Washington, D.C. 20037  
eckw@gtlaw.com

For further information regarding this matter, please call:

William B. Eck at (202) 331-3122.

Sincerely,

A handwritten signature in black ink, appearing to read "W. B. Eck", written over a horizontal line.

William B. Eck

Enclosures

**ARTICLES OF INCORPORATION  
OF  
PLAZA ADVANTAGE HEALTH CORP.  
(A Florida Corporation Not For Profit)**

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**ARTICLE I  
NAME**

The name of this Corporation is PLAZA ADVANTAGE HEALTH CORP. (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. 168<sup>th</sup> 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 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 or arrangement of health care services, including nursing facility services for the sick and aged and support its affiliated entities in the foregoing, 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 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 five (5). 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. 168<sup>th</sup> Street, Suite 200  
North Miami Beach, Florida 33162

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

Marty Wasserman  
1800 N.E. 168<sup>th</sup> Street, Suite 200  
North Miami Beach, Florida 33162

Joan Brent  
1800 N.E. 168<sup>th</sup> Street, Suite 200  
North Miami Beach, Florida 33162

William Eck  
1800 N.E. 168<sup>th</sup> 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 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 1800 N.E. 168<sup>th</sup> Street, Suite 200, North Miami Beach, Florida 33162, and the name of its initial registered agent at such office is William Zubkoff.

**ARTICLE XIII**  
**INCORPORATOR**

The incorporator of the Corporation is William Zubkoff, 1800 N.E. 168<sup>th</sup> Street, Suite 200, North Miami, Florida 33162.

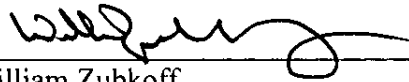
**DATED:** June 8, 2012.



\_\_\_\_\_  
William Zubkoff, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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

By:   
William Zubkoff  
Registered Agent

Dated: June 8, 2012

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