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DG MIAMI LAKES HOLDING CORP.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DG MIAMI LAKES HOLDING CORP.**

In Compliance with the Florida Not-For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of DG Miami Lakes Holding Corp., a not-for-profit corporation (the "Corporation"), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on November 15, 2017, as subsequently amended and restated (the "Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety. Member approval of the Articles was not required. The Board of Directors of the Corporation adopted these Articles on February 20, 2018.

ARTICLE I - Name

The name of the Corporation shall be:

DG MIAMI LAKES HOLDING CORP.

ARTICLE II - Principal Office and Mailing Address

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

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code") and in particular:

(a) To operate exclusively for the benefit of Miami Jewish Health Systems, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization");

(b) To raise, hold, invest and spend cash and assets convertible into cash for the benefit of or on behalf of the Supported Organization;

(c) To own and lease property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Supported Organization;

(d) To make distributions to or on behalf of the Supported Organization for its charitable, educational, and other purposes that qualify as exempt under Code Section 501(c)(3), determined from time to time by the directors of the Corporation, in their sole and exclusive discretion; and

(e) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) 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 itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5200 NE 2nd Avenue,

Miami, Florida 33137 and the name of the initial registered agent of the Corporation at that address is Jeffrey P. Freimark.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be three (3).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:
- | <u>Name</u> | <u>Street Address</u> |
|---------------------|--|
| Jeffrey P. Freimark | 5200 NE 2 nd Avenue
Miami, Florida 33137 |
| Richard D. Skelly | 5200 NE 2 nd Avenue
Miami, Florida 33137 |
| Jason Pincus | 5200 NE 2 nd Avenue
Miami, Florida 33137 |
- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Peter A. Schoemann, P.A.	390 N. Orange Avenue, Suite 1400 Orlando, Florida 32801

ARTICLE VIII - Amendment to Articles and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purpose of the Corporation, the transfer or disposition of property, the relationship between the Corporation and the Supported Organization, the manner in which directors are appointed, director qualifications or the requirements for amending these Articles or the Bylaws of the Corporation shall not be effective or filed unless approved by the Board of Directors of the Corporation and the Board of Directors of the Supported Organization. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the Board of Directors of the Corporation may amend the Articles of Incorporation and/or the Bylaws without the approval of the Board of Directors of the Supported Organization, including amendments that identify a new tax exempt entity or entities to be supported or that eliminate the supporting organization purpose of the Corporation.

For purposes of this Article, a Triggering Event shall mean:

- (a) the dissolution of the Supported Organization by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution,
- (b) the bankruptcy or insolvency of the Supported Organization, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed,
- (c) the Supported Organization loses its tax exempt status,
- (d) a judgment is entered against the Supported Organization for damages of more than \$500,000 in excess of applicable insurance policy limits,
- (e) the Board of the Supported Organization acknowledges that the Supported Organization is or, with the passage of time, is likely to be, insolvent or otherwise unable to pay its debts as they become due, or
- (f) written approval of the Member that the Corporation may disassociate with the Supported Organization.

ARTICLE IX - Member

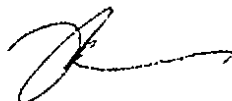
The Corporation shall have a single Member, who shall be identified and have the powers set forth in the Bylaws of the Corporation.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to the Supported Organization, if the Supported Organization is then exempt under Section 501(c)(3) of the Internal Revenue Code. If the Supported Organization is not then exempt, the remaining assets shall be distributed exclusively to such organization or organizations that at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purpose of the Supported Organization.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to the Supported Organization if possible or, if not possible, to one or more organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with the purpose of the Supported Organization.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 2018.



Peter A. Schoemann, P.A.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of DG Miami Lakes Holding Corp.

By: 

Jeffrey D. Preimark