



THE UNITED STATES  
CORPORATION  
COMPANY

N 20534

ACCOUNT NO. : 072100000032

REFERENCE : 278787 166357A

AUTHORIZATION :

Patricia Pizeth

COST LIMIT : \$ 35.00

ORDER DATE : March 3, 1997

ORDER TIME : 11:09 AM

ORDER NO. : 278787-005

CUSTOMER NO: 166357A

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CUSTOMER: Ms. Alyson Serell  
Mount Sinai Medical Center  
4300 Alton Road

Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MS/MJH - HHA II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

AM + Rest/MC  
JES 3-4

FILED  
97 MAR -3 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MS/MJH - HHA II, INC.**

The undersigned hereby files these Amended and Restated Articles of Incorporation of MS/MJH - HHA II, Inc. (the "Corporation"), and hereby certifies as follows:

These Amended and Restated Articles of Incorporation were duly adopted by written consent of the sole member of the Corporation on February 28<sup>th</sup>, 1997, such unanimous written consent constituting a sufficient number of votes for approval. All amendments included herein have been adopted pursuant to Section 617.1007 of the Florida Not- For-Profit Corporation Act.

Articles I through IX are deleted in their entirety and replaced with the following Articles I through IX.

**ARTICLE I**

The name of the Corporation shall be MS - HHA II, Inc. (the "Corporation") and the principal office address and mailing address of the Corporation is 4300 Alton Road, Miami Beach, Florida 33140.

**ARTICLE II**

The Corporation is organized as a not-for-profit nonstock corporation for the following purposes:

- (a) To establish, operate, manage, and/or furnish home health services for the care of persons suffering from illnesses and disabilities.
- (b) To provide quality home health patient care as an alternative to in-patient hospitalization and treatment and institutionalization.
- (c) To promote, provide, and/or otherwise obtain home health services for the sick or infirm, including those served by Medicare and other governmental health care programs, such home health service to include any and all related forms of medical and ancillary goods and services.
- (d) To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not-For-Profit Corporation Act.

FILED  
97 APR -3 PM 2:33  
SECRETARY OF FLORIDA  
TALLAHASSEE

### ARTICLE III

The manner in which directors are to be elected will be regulated by the Bylaws.

### ARTICLE IV

The street address of the registered office of the Corporation is 4300 Alton Road, Miami Beach, Florida 33140 and the registered agent at that address is Alyson R. Serell, Esq., General Counsel.

### ARTICLE V

The following persons are designated to serve as members of the Board of Directors of the Corporation, to hold office for the term set forth in, and in accordance with, the Corporation's Bylaws:

<u>Name</u>	<u>Mailing Address</u>
Fred D. Hirt	4300 Alton Road Miami Beach, Florida 33140
Robert J. Henkel	4300 Alton Road Miami Beach, Florida 33140
Larry Hudson	4300 Alton Road Miami Beach, Florida 33140
Amy Perry	4300 Alton Road Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation.

### ARTICLE VI

No part of the assets of the Corporation are to be distributed to any entity unless the Directors believe those assets will be only used and applied within the United States. 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 private individuals, but the Corporation shall be authorized

and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

#### ARTICLE VII

It is intended that this Corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaigns on behalf of or in opposition to any candidate for public office. The term of the Corporation shall be perpetual.

#### ARTICLE VIII

The affirmative vote of the members shall be required to adopt or approve the following actions:

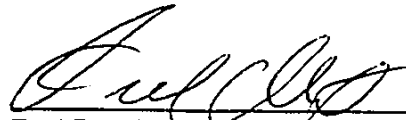
- (a) To select or replace and to remove, at any time, with or without cause, any one or more of the Directors of the Corporation;
- (b) To amend the Articles of Incorporation of the Corporation;
- (c) To amend the Bylaws of the Corporation; and
- (d) New members may be added only upon the approval of the Member.

The notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved.

#### ARTICLE IX

Upon the dissolution of the Corporation, the Directors shall, after paying and making provisions for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation in such manner as the Corporation's Directors shall determine, but only to qualified organizations. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation this 28<sup>th</sup> day of February, 1997.

  
Fred D. Hirt, President

**CERTIFICATE PURSUANT TO SECTION 617.1007, FLORIDA STATUTES**

The undersigned, Fred D. Hirt, President of MS/MJH - HHA II, Inc., a Florida not-for-profit corporation, DOES HEREBY CERTIFY that the Amended and Restated Articles of Incorporation of MS/MJH - HHA II, Inc., in the form attached hereto as *Exhibit A*, were duly adopted by written consent of the sole member of MS/MJH - HHA II, Inc. on February 22<sup>nd</sup>, 1997, such written consent constituting a sufficient number of votes for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 22<sup>nd</sup> day of February, 1997.

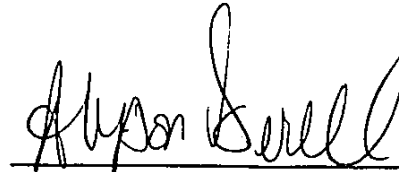
A handwritten signature in cursive script, appearing to read 'Fred D. Hirt', written over a horizontal line.

FRED D. HIRT, President

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of MS - HHA II, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 28<sup>th</sup> day of February, 1997.

A handwritten signature in cursive script, reading "Alyson R. Serell", written over a horizontal line.

Alyson R. Serell, Esq.