

N 41822

SHANDS
HealthCare

FILED

00 MAY 30 AM 9:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Legal Services

May 25, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/30/00--01141--002
*****46.75 *****43.75

RE: Articles of Amendment and Restatement of Articles of Incorporation for Santa Fe Community
Care, Inc. Document No.: N41822

Dear Sir/Madam:

Enclosed are an original and one copy of the above referenced Articles of Amendment. Also attached is a check in the amount of \$46.75 which is the filing fee and the fee for obtaining a certified copy.

The main changes to this document are the name change from Santa Fe Community Care, Inc. to Elder Care of Alachua County, Inc.; the Subscribers section (Article V); and, the names of the Initial Officers (Article VIII). The registered agent has remained the same.

Please send a certified copy of these amendments to Leonard Grill, P.O. Box 100303, Gainesville, Florida 32610-0303. If you have any questions or require anything further, please contact me at (352) 395-8051.

Sincerely,

Lisa Coggins
Lisa Coggins
Legal Secretary

NC Amend
6-30-00
BWS

/lc

Enclosures: as stated above

SHANDS

HealthCare

Legal Services

June 28, 2000

Doug Spitler
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment of Articles of Incorporation for Santa Fe Community Care, Inc.
Document No.: N41822

Letter Number: 400A00033396

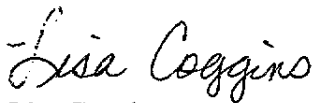
Dear Mr. Spitler:

Thank you for your letter dated June 12, 2000, a copy of which is enclosed for your reference, regarding the error in the original document which was forwarded to your office in May of this year.

Pursuant to your request, you will find enclosed an amended original and one copy of the Articles of Amendment for processing.

If you have any questions or require anything further, please contact me at (352) 395-8051.

Sincerely,



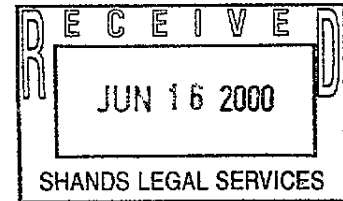
Lisa Coggins
Legal Secretary

/lc

Enclosures: as stated above



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



June 12, 2000

SHANDS HEALTHCARE
ATTN: LISA COGGINS
P.O. BOX 100303
GAINESVILLE, FL 32610-0303

SUBJECT: SANTAFE COMMUNITY CARE, INC.
Ref. Number: N41822

We have received your document for SANTAFE COMMUNITY CARE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 400A00033396

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

SANTA FE COMMUNITY CARE, INC.

- A. The current name of this Corporation is Santa Fe Community Care, Inc.
- B. The Members of this Corporation voted to amend and restate the Articles of Incorporation in their entirety on March 17, 2000, pursuant to Chapter 617, of the laws of the State of Florida and Shands Teaching Hospital and Clinics, Inc., as sole member, approved such amendment on May 11, 2000, pursuant to Article III of the Articles of Incorporation. After amendment, the Articles of Incorporation read as follows:

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00 MAY 30 AM 9:09
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Elder Care of Alachua County, Inc.

ARTICLE II - PURPOSES

This Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- A. To promote the delivery of health care and social services to the elderly and disabled in need of such services in recognition of their special physical, social, and psychological needs.
- B. To carry on any educational or other activities relating to the rendering of care to the sick, injured, elderly and disabled, and to promote the general health and welfare of the citizens of the State of Florida.
- C. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida.
- D. To promote and carry on research related to the care of the sick, injured, elderly and disabled.
- E. To solicit and receive grants, gifts, endowments, donations, devises and bequests.
- F. To exercise all the powers enumerated in Section 617.0302, Florida Statutes (1999), as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the purposes hereinabove enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized and will be operated exclusively for charitable purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) (the "Code"), and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance

of the purposes set forth above. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Code or any amendments or additions thereto.

Notwithstanding any other provisions of these articles, this Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - MEMBERSHIP

The sole member of the Corporation shall be Shands Teaching Hospital and Clinics, Inc., a Florida not-for-profit corporation.

The sole member expressly reserves the power, exercisable in its sole discretion:

- a) To make and approve the Articles of Incorporation and the Bylaws of the Corporation and to adopt amendments. Recommendations for changes in the Articles of Incorporation, Bylaws and Amendments, which have been approved by the Board, may be submitted to the Chief Executive Officer of the sole member;
- b) To select the directors and officers. Recommendations for a slate of nominations for officers and directors, which have been approved by the board, may be submitted to the Chief Executive Officer of the sole member; and
- c) To exercise all power and authority reserved to the Corporation by virtue of its membership in other corporations.

In addition, the sole member of the Corporation may reserve other powers to it by amendment to these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE IV - TERM

The term of this Corporation shall be perpetual.

ARTICLE V - DIRECTORS

SECTION ONE: The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors, which shall consist of not less than four (4) directors who are elected by the sole member.

Directors shall be elected by the sole member to serve three (3) year terms, or until their successors have been duly elected and qualified.

ARTICLE VI - OFFICERS

The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, and a Treasurer. The Chair, Vice Chair, Secretary, and Treasurer shall be elected by the sole member for two (2) year terms. The Bylaws may provide that any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary. The Board may submit nominations for the position of Chair and Vice Chair to the member.

ARTICLE VII - AMENDMENTS

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law; provided that, any such amendment shall be recommended by the Board of Directors and approved by the sole member. No such amendment shall become effective until it has been approved by the sole member.

ARTICLE VIII - DISSOLUTION


Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to one or more organizations described in Section 501(c)(3) and Section 170(c)(2) of the Code or to the Federal, State, or local government for exclusively public purposes. None of the assets will be distributed to any member which does not at that time qualify as an organization described in 501(c)(3) of the Code or to any officer or director of this Corporation.

ARTICLE IX - REGISTERED AGENT

The street address of the registered office of the Corporation shall be P.O. Box 100303, 1329 SW 16th Street, Suite 5251, Gainesville, Florida 32610, and the names of the registered agent of the Corporation at that address is Leonard Grill.

IN WITNESS WHEREOF, Santa Fe Community Care, Inc. has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by the sole member this 26th day of June, 2000.

By:



J. R. Gaintner, M.D.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, Elder Care of Alachua County, Inc., 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 this Corporation is "Elder Care of Alachua County, Inc."

2. The name and address of the registered agent and office are Leonard J. Grill, Shands Teaching Hospital and Clinics, Inc., P.O. Box 100303, Gainesville, Florida 32610.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, LEONARD J. GRILL HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. LEONARD J. GRILL FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND LEONARD J. GRILL IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.


Leonard J. Grill

Date: June 26, 2000