



Buchanan Ingersoll
ATTORNEYS

N46639

Dale S. Webber
813-222-8187
webberds@bipc.com

October 31, 2000

PRINCIPAL LOCATIONS

- PHILADELPHIA
- PITTSBURGH
- PRINCETON
- LONDON
- MIAMI
- BUFFALO
- NEW YORK CITY
- HARRISBURG
- TAMPA
- COLUMBIA, DC

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/02/00--01060--009
*****35.00 *****35.00

Re: Franciscan Sisters of Allegany Residence of Miami Beach, Inc.

To Whom It May Concern:

Enclosed is one original and one copy of the Articles of Amendment to Amended Restated Articles of Incorporation of Franciscan Sisters of Allegany Residence of Miami Beach, Inc., a Florida not for profit corporation.

Further enclosed is a check in the amount of \$35.00 to cover the appropriate filing fee.

Very truly yours,

Dale S. Webber

DSW/kjh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 AM 11:07

Amended & Restated Art.
LJS
11-29-2000



Buchanan Ingersoll
ATTORNEYS

Dale S. Webber
813-222-8187
webberds@bipc.com

November 21, 2000

PRINCIPAL LOCATIONS

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- HARRISBURG
- TAMPA
- WASHINGTON, DC

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Franciscan Sisters of Allegany Residence of Miami Beach, Inc.
Ref. # N46639

Dear Sir/Madam:

Enclosed please find a copy of your letter #A00058715 and an original and a copy of the Articles of Amendment for the above-referenced corporation. As you will note, a page indicating the Acceptance of Registered Agent has been added to each copy.

Please do not hesitate to contact me with any questions or concerns.

Very truly yours,


Dale S. Webber

DSW/kjh
Enclosure

RECEIVED
00 NOV 28 AM 8:15
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 2000

DALE S. WEBBER
SUNTRUST FINANCIAL CENTRE
401 E. JACKSON ST., STE. 2500
TAMPA, FL 33602

SUBJECT: FRANCISCAN SISTERS OF ALLEGANY RESIDENCE OF MIAMI
BEACH, INC.
Ref. Number: N46639

We have received your document for FRANCISCAN SISTERS OF ALLEGANY RESIDENCE OF MIAMI BEACH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 000A00058715

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 AM 11:07

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANCISCAN SISTERS OF ALLEGANY RESIDENCE OF MIAMI BEACH, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Franciscan Sisters of Allegany Residence of Miami Beach, Inc., and the principal place of business of the corporation is located at 2924 West Curtis Street, Tampa, Florida 33614.

ARTICLE II

DEFINITIONS

For the purpose of these Amended and Restated Articles of Incorporation, the terms herein referred to shall have the following meanings:

- (a) The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.
- (b) The term "Bylaws" means the Bylaws of the Corporation, as the same may be further amended or revised from time to time.
- (c) The term "Corporation" means Franciscan Sisters of Allegany, Residence of Miami Beach, Inc., a Florida not for profit corporation, unless, from its context or use, it clearly has a different meaning.

ARTICLE III

PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

The Corporation is organized and shall operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities. More particularly, the purposes of this Corporation are as follows:

(a) To offer, establish, provide, oversee and promote facilities, programs and services in support of and in furtherance of the mission and charism of the Congregation of the Franciscan Sisters of Allegany, New York (the "Congregation"). Such activities are advanced through public charitable works including educational programs, healthcare, social and pastoral service, spiritual formation, protective and supportive services for elderly, ill or aged including such services for publicly vowed members of Roman Catholic religious orders. These public charitable purposes shall be carried out consistently with the tradition of the Third Order Regular of St. Francis of Assisi by service to all persons without regard to race, creed, color, national origin, gender, age, handicap or economic status.

(b) To promote the health and welfare of the communities served by encouraging the establishment and/or operation of facilities and/or programs which are related to or will be beneficial to healthcare and/or the creation of healthier communities by, in particular, supporting programs which strive to promote social justice, improve the health, wellness and quality of life of the marginalized, economically poor, and women, and address environmental concerns;

(c) To contribute to capital, make loans and grants, and provide other financial assistance to charitable programs.

(d) To solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of the gift or grant.

ARTICLE V

LIMITATIONS ON ACTIVITIES

The Corporation will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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. Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed by the Board of Directors of the Corporation. Except as otherwise provided in these Articles of Incorporation, provision for membership, qualifications, manner of appointment and removal, term of office, time and place of meetings and powers and duties of the Board of Directors of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE VII

OFFICERS

The officers of this Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Directors may elect additional officers as may be needed from time to time. The officers shall be appointed, removed and hold office as provided in the Bylaws.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office and the name of this Corporation's registered agent at such address is as follows: Dale S. Webber at 401 E. Jackson Street, Suite 2500, Tampa, Florida, 33602.

ARTICLE IX

DISSOLUTION

Subject to any approvals described in the Bylaws or in the Articles of Incorporation, upon the dissolution and final liquidation of the Corporation, all of its assets, after paying or making provision for payment of all its known debts, obligations, claims, and liabilities, shall be distributed to the Franciscan Sisters of Allegany, New York, Inc. or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization as described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds, or

organizations which at the time appear in the Official Catholic Directory published annually by P. J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund, or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Franciscan Sisters of Allegany, New York, Inc., subject to any approvals described in the Bylaws or the Articles of Incorporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds, or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors as provided in the Bylaws of the Corporation.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 28 AM 11:07

ACCEPTANCE OF REGISTERED AGENT

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.

Date: 11/21/00



Dale S. Webber

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Franciscan Sisters of Allegany Residence of Miami Beach, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Articles amended in their entirety as set forth in Exhibit "A".

SECOND: The date of adoption of the amendment(s) was: June 17, 2000

THIRD: Adoption of Amendment (CHECK ONE)

 X The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Dated October 24, ~~19~~ 2000

Franciscan Sisters of Allegany Residence of Miami Beach, Inc.

Corporation Name

By Margaret M. Kimmins, OSF.
(Chairman, Vice Chairman, President or other officer)

Sr. Margaret Mary Kimmins, OSF

Typed or printed name

President

Title