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BASIC AMENDMENT

THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.

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Amend + Restate
Art.

SP 11/25/03

H03000323346 3

ARTICLES OF RESTATEMENT
TO THE
ARTICLES OF INCORPORATION OF
THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.
A NON-PROFIT CORPORATION

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, The Wellness Community - Southeast Florida, Inc., a Florida non-for-profit corporation (the "Corporation"), adopts the following Articles of Restatement to its Articles of Incorporation:

ARTICLE I
THE NAME OF THE CORPORATION

The name of the Corporation shall be:

The Wellness Community of Southeast Florida - Edith and Martin Stein Center at Ruth Rales Jewish Family Service of South Palm Beach County, Inc.

ARTICLE II
PRINCIPAL OFFICE AND ADDRESS

The principal office of the Corporation and its address shall be 21300 Ruth & Baron Coleman Boulevard, Boca Raton, Florida 33428. The mailing address of the Corporation shall be 21300 Ruth & Baron Coleman Boulevard, Boca Raton, Florida 33428.

H03000323346 3

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ARTICLE III
GENERAL NATURE OF BUSINESS

This Corporation is a non-profit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1985, as amended (the "Code") or the corresponding provisions of any subsequent law. The purpose of the Corporation is to operate a facility which provides at no cost a program of psychosocial support for cancer patients and the opportunity for cancer patients to improve their well-being and the quality of their lives through both directed and spontaneous participation in group and individual activities. The Corporation's mission is to provide cancer patients with free psychosocial support as an adjunct to conventional medical treatment.

ARTICLE IV
POWERS

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V
ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursement for expenses incurred, in conducting its affairs.

ARTICLE VI
DISSOLUTION OF CORPORATION

H03000323346 3

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed, as determined by the Board of Directors of the Corporation, to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or under the corresponding provisions of any subsequent law.

ARTICLE VII MEMBERSHIP

The Corporation may have members. The members shall have such rights and powers as are set forth in the Bylaws and as otherwise provided in Chapter 617, Florida Statutes.

ARTICLE VIII EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX DIRECTORS

Except as otherwise provided in the Bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the Bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which directors are to be elected is stated in the Bylaws of the Corporation

H03000323346 3

ARTICLE X
AMENDMENTS

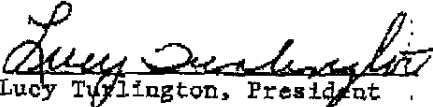
Amendments to these Articles of Incorporation may be made in the following manner:

(i) The Board of Directors must adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the Bylaws. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast; or

(ii) By the members without action by the Board of Directors, by written consent as provided in the Bylaws or at a meeting for which notice of the changes to be made is given.

These Articles of Restatement were duly adopted by the Board of Directors at meeting held on November 19, 2003. The number of votes cast in favor of these Articles of Restatement was sufficient for approval. There are no members of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name this 19 day of November, 2003


Lucy Twillington, President

H03000323346 3