

*N960000 006273*

*Foley, Lardner*

Requestor's Name

Address

City/State/Zip

Phone #

*202-6100*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 10 PM 12:25

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\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. *Heritage Corp of Miami Beach, Inc.*  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time *3:00*

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Same People Handle  
R96-5064*

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DIV OF CORPORATIONS

D. BROWN DEC 10 1996

Examiner's Initials

ARTICLES OF INCORPORATION

HERITAGE CARE OF MIAMI BEACH, INC.

a Florida not-for-profit corporation

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

1. NAME.

The name of the Corporation is HERITAGE CARE OF MIAMI BEACH, INC.

2. PURPOSE.

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act for charitable purposes.

B. The specific and primary purposes for which this Corporation is formed is to develop, own, and/or operate hospitals, sub-acute health care facilities, skilled nursing facilities, and other similar health care facilities for the elderly and the general community;

To develop, operate and maintain health care facilities, long term home health care programs, and adult medical day care programs for the elderly, including but not limited to Alzheimers' facilities and assisted living facilities;

To engage in any activities or provide any services permitted for an organization operated for charitable or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. In addition to the above specific purposes, the Corporation shall have the general purposes and powers as follows:

To solicit, collect, receive, acquire, hold and invest in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use funds of this Corporation and the proceeds, income, rents, issues, and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed.

To purchase, acquire, own, hold, sell, assign, transfer, dispose, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any person, firm, corporation, or association, and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership.

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To purchase or acquire, own, hold, use, lease (either as lessor or lessee), to sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property, to borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal, it being understood that the foregoing shall include, without limitation, the obtaining of financing by participation (whether as issuer or otherwise) in the offering of taxable or tax-exempt securities.

To employ, engage, retain or obtain the services of any person with knowledge, experience or skills necessary to carry out any of the purposes for which this Corporation is formed.

To enter into, make, perform, and carry out contracts of every kind for any lawful purposes without limit on amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the charitable purposes set forth in Article 2.B.

**3. INITIAL AGENT FOR SERVICE OF PROCESS.**

The name and address in the State of Florida of the Corporation's initial agent for service of process is F&L Corp., The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240.

**4. ORGANIZATION.**

A. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**5. DEDICATION AND DISSOLUTION.**

The property of this Corporation is irrevocably dedicated

to charitable purposes, and upon liquidation, dissolution or abandonment, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit 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 Internal Revenue Code.

6. **PRINCIPAL OFFICE AND MAILING ADDRESS.**

The initial principal office and mailing address of the Corporation is c/o Chris Rolle, Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801.

7. **BYLAW PROVISIONS.**

A. **DIRECTORS:** The number of Directors, the manner in which Directors shall be chosen and removed from office, their qualifications, duties, compensation, tenure of office, the manner of filling vacancies on the Board, and the manner of calling meetings of Directors shall be stated in the Bylaws.

B. **MEMBERS:** The authorized number, if any, and qualification of members of the Corporation, the filling of vacancies, the different classes of membership, if any, the property voting and other rights and privileges of members, and their liability to dues and assessments, if any, and the termination and transfer of ownership, shall be as stated in the Bylaws.

8. **INCORPORATOR.**

The name and address of the Incorporator is Christopher D. Rolle, Esq., c/o Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801.

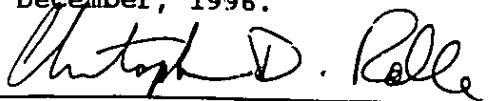
9. **COMMENCEMENT OF EXISTENCE.**

The Corporation shall be deemed to commence on the date of filing of the Articles of Incorporation with the Florida Department of State.

10. **DURATION.**

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned being the Incorporator of HERITAGE CARE OF MIAMI BEACH, INC., has executed these Articles of Incorporation on this 9th day of December, 1996.

  
Christopher D. Rolle, Esq.

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

BEFORE ME, the undersigned notary public, personally appeared Christopher D. Rolle, Esq., as the Incorporator of Heritage Care of Miami Beach, Inc., to me well known to be the individual described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 9th day of December, A.D., 1996.



[NOTARIAL SEAL]

Notary Public, State of Florida  
JOAN M. SCRAPER  
My Comm. Exp. Mar. 16, 1997  
Comm. No. CC 267664

Joan M. Scraper  
Notary Public  
State of Florida

\_\_\_\_\_  
Name of Notary Publ'c  
My commission expires:

Personally Known ☒ or  
Type of Identification Produced \_\_\_\_\_

SECRET  
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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

THE UNDERSIGNED, on behalf of F & L Corp, a corporation organized under the laws of the State of Florida, authorized to do business in the State of Florida, having been named in Article 3 of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states on behalf of F & L Corp, that F & L Corp is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and that F & L Corp will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this \_\_\_\_ day of December, 1996.

F & L CORP

By: 

John A. Sanders