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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

June 10, 1998

ATT: Amendments Section

Federal Express

RE: Renaissance Community Health
Care Center, Inc.

Dear Sir/Mam:

Enclosed you will find the original Amended and Restated Articles of Incorporation of the above styled corporation, a copy of the same, and my check in the amount of \$87.50 representing the filing fee of \$35.00 as well as certified copy fees.

Please have the Amended Articles filed and remit a certified copy in the stamped, self-addressed envelope provided.

Thanking you in advance for your prompt attention and cooperation in this matter.

Sincerely,

Nory Diaz

Nory Diaz, Legal Assistant to
Harvey D. Rogers, Esq.

ND/nd

Enclosures

* V8 JUN 25 1998!

Amended & Restated art.

98 JUN 24 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1998

HARVEY D. ROGERS, ESQ.
28 W. FLAGLER ST., STE. 500
MIAMI, FL 33130

SUBJECT: RENASCENCE COMMUNITY HEALTH CARE CENTER, INC.
Ref. Number: N98000001818

We have received your document for RENASCENCE COMMUNITY HEALTH CARE CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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: 498A00033815

RECEIVED
98 JUN 24 AM 8:03
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
Tallahassee, FL 32314

June 22, 1998

ATT: Amendments Section

Federal Express

RE: Renaissance Community Health
Care Center, Inc.

Dear Sir/Mam:

Enclosed you will find the following:

1. Original and a copy of the Amended and Restated Articles of Incorporation of the above styled corporation reflecting the date of adoption; and
2. A copy of your correspondence of June 18, 1998; and
3. Federal Express envelope for the return of the filed Amended and Restated Articles.

Thanking you in advance for your prompt attention and cooperation in this matter.

Sincerely,



Nory Diaz, Legal Assistant to
Harvey D. Rogers, Esq.

ND/nd

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RENAISSANCE COMMUNITY HEALTH CARE CENTER, INC.
A Florida Corporation Not for Profit**

This Amended and Restated Articles of Incorporation executed and filed pursuant to Section 617.1006, Florida Statutes, is to be effective upon filing and is a Restatement and in part an amendment of the Article of Incorporation of the above Not-For-Profit Corporation, Members of the Corporation having duly adopted the under the Florida Not for Profit Corporation Act the following Amended and Restated Articles of Incorporation, all adopted on June 10, 1998, pursuant to Chapter 617, Florida Statutes.

**ARTICLE I
(Name and Address)**

Section 1. **Name**: The name of this Corporation shall be: Renaissance Community Health Care Center, Inc..

Section 2. **Principal Office**: The principal place of business and mailing address of the Corporation is: 1372 N.W. 16th. Street Miami, Florida 33125.

Section 3. **Mailing Address**: The mailing address of this Corporation is: 1372 N.W. 16th. Street Miami, Florida 33125.

Section 4. **Resident Agent**: The name and Address of the initial Resident is: Cesar Magnorsky, 1372 N.W. 16th St. Miami, Florida 33125.

ARTICLE II
(Purpose and Powers)

Section 1. Purpose: This Corporation is organized and is to be operated for the purpose of providing to individuals of the community, through its Members, health care related services.

Section 2. Powers: In furtherance of the purpose of the Corporation, the Corporation may:

a) exercise all of the powers and privileges and perform all of the duties and obligations of the as set forth in the aforescribed declaration and Bylaws as the same may be amended from time to time as therein provided;

b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, fees, taxes or governmental charges levied or imposed against the Association;

c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

d) exercise all of the common law and statutory powers of a corporation, not for profit, established to govern in Florida; provided, however, that no action shall be taken which conflicts with the Bylaws of the Corporation or Florida Law;

e) enforce by legal means the provisions of the Bylaws;

f) participate in mergers/consolidations with other not for profit corporations organized for the same or similar purpose.

ARTICLE III (Non-Profit Nature)

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be

the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

We agree that the majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals can not vote on their own compensation and that compensation decisions will be made by the board.

ARTICLE IV (Membership)

Any such persons or entities who are involved in the desire to provide health services to the community, shall be entitled to be a member of the Corporation subject to the Bylaws of the

Corporation.

ARTICLE V
(Term of Existence)

The Corporation is to exist perpetually.

ARTICLE VI
(Dissolution)

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
(Subscribers)

The name and residence address of each subscriber to these Articles of Incorporation is:

Cesar Magnorsky	1372 N.W. 16 th . Street
	Miami, Florida 33125

ARTICLE VIII
(Non-Stock Corporation)

This Corporation shall not have shares of stock, however, it may issue membership certificates which shall prominently state on the face that such certificates are not transferable and that the Corporation is not a for profit corporation.

ARTICLE IX
(Board of Directors and Election)

Section 1: **Business Management:** The business and affairs of this Corporation shall be managed by a Board of Directors, through the duly appointed officers of the Corporation.

Section 2: **Board of Directors:** The names and addresses of the persons who are to serve as Directors are:

<u>Name</u>	<u>Address</u>
Cesar Magnorsky	1372 N.W. 16 th . St. Miami, Florida 33125
Francisco Roca	1372 N.W. 16 th . St. Miami, Florida 33125
Jorge Suarez	1372 N.W. 16 th . St. Miami, Florida 33125
Eugenio Alonso	1372 N.W. 16 th . St. Miami, Florida 33125
Martha Perez	28 West Flagler St., #500, Miami, Florida 33130

Section 3: **Number of Directors:** The number of Directors shall be three (3), with the Corporation having not less than three. Subject to the foregoing, the number of Directors may be changed

from time to time as provided in the Bylaws.

Section 4: Directors Elections: Directors shall be elected, removed and hold office by a vote of the Members of the Corporation as provided in the Bylaws and in compliance with the applicable provisions of the Florida Statutes.

ARTICLE X (Officers)

Section 1: Type of Officers: The officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer. The Corporation may have additional officers as may be designated in the Bylaws. However, any amendment of such provisions shall be determined as provided under applicable Florida law.

Section 2: Powers of Officers: Each of the officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws of this Non-Profit Corporation.

ARTICLE XI (Bylaws)

The power to adopt, alter, amend or repeal Bylaws for this Non-Profit Corporation shall be vested only in the Members, as is more fully described and specifically provided in the Bylaws of this Non-Profit Corporation and as may be modified, for time to time, under Florida Law..

ARTICLE XII
(Amendment to Articles of Incorporation)

These Articles of Incorporation may be amended by the Members in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of June, 1998.

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

Cesar Magnorsky
Cesar Magnorsky, Incorporator
President and Director

Sworn to and subscribed before me this 10th day of June, 1998, by: Cesar Magnorsky, who did/did not take an oath.

Notary Public - State of Florida

My Commission Expires:

Personally Known: ✓ or Produced Identification:
Identification Produced:

