

N980000001987



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 767943 4303929

AUTHORIZATION *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : April 3, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 767943-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Becky Farmer  
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

000002478420--9

DOMESTIC FILING

NAME: RESIDENCES OF SUNNY ISLES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

*621-  
W98-7505*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -3 PM 2:39

*gf 4/6/98*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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April 3, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: RESIDENCES OF SUNNY ISLES, INC.  
Ref. Number: W98000007505

We have received your document for RESIDENCES OF SUNNY ISLES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 698A00017919

**RECEIVED**  
Please give original  
submission date to this date.

**RECEIVED**  
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
RESIDENCES OF SUNNY ISLES, INC.  
(A Florida Corporation Not For Profit)**

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**ARTICLE I  
NAME**

The name of this Corporation is RESIDENCES OF SUNNY ISLES, INC. (hereinafter called the "Corporation").

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 320 Collins Ave, Miami Beach, Florida 33139.

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV  
PURPOSES**

The purposes of the Corporation shall, without limitation, include the following:

1. To provide, on a nonprofit basis, assisted living facilities and services for the elderly;
2. To promote the general health and welfare of the community in which the aforesaid facilities of the Corporation are located, for the benefit and welfare of the community and not for the individual benefit of the members or directors of the Corporation;
3. To do all things which may be necessary to enable the Corporation to secure and retain tax exempt status as a nonprofit, charitable, religious, scientific and/or educational

institution in accordance with applicable regulations of the Internal Revenue Service existing from time to time;

4. To engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed; and

5. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida.

## **ARTICLE V**

### **POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

## **ARTICLE VI**

### **GOVERNING BOARD**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election of the directors of the Corporation shall be as stated in the Bylaws. The number constituting the initial Board of Directors is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Russell Galbut, Chairman of the Board  
320 Collins Avenue  
Miami Beach, Florida 33139

William Zubkoff, President  
320 Collins Avenue  
Miami Beach, Florida 33139

Irwin Roth, Vice President  
320 Collins Avenue  
Miami Beach, Florida 33139

## **ARTICLE VII**

### **MEMBERSHIP**

The sole member of the corporation shall be The Hebrew Home for the Aged of Miami Beach, Inc., a Florida not for profit corporation. The requirements, qualifications, privileges and limitations attendant to membership in the Corporation shall be as set forth in the Corporation's Bylaws.

## **ARTICLE VIII**

### **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation 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 IX**

### **CHARITABLE RESTRICTIONS AND LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article II hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to

which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

## **ARTICLE X**

### **BYLAWS**

The Bylaws may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

## **ARTICLE XI**

### **AMENDMENTS**

The Articles of Incorporation may be amended or repealed, in whole or in part, only by a majority of all of the members at any duly organized meeting of the members.

**ARTICLE XII**  
**OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

DATED: April 2, 1998.

  
William B. Eck, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of RESIDENCES OF SUNNY ISLES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.

By: Karen B. Rozar  
Corporation Service Company, Registered Agent  
**Karen B. Rozar, As Its Agent**

Date: 4.3, 1998

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ARTICLE XIII INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

William B. Eck  
1221 Brickell Ave.  
20th Floor  
Miami, FL 33131