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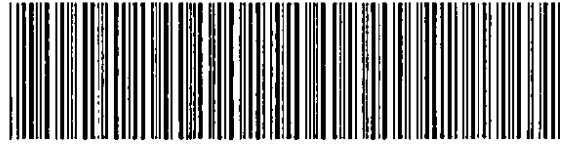
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CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 09/25/2020

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Name:	Shady Rest Care Pavilion, Inc.
Document #:	
Order #:	13235830

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHADY REST CARE PAVILION, INC.**

The Shady Rest Care Pavilion, Inc., a Florida not for profit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation pursuant Sections 617.1002 and 617.1007 of the Florida Statutes, and states as follows:

- A. The name of the Corporation is: Shady Rest Care Pavilion, Inc.;
- B. The Corporation's original Articles of Incorporation were filed with the Secretary of State of Florida on June 23, 1998;
- C. There are no members entitled to vote on this amendment; and
- D. The amendments to the Articles of Incorporation of the Corporation set forth herein were approved by a majority of the Board of Directors on MAY 6, 2020 at a meeting of the Board of Directors at which a quorum was present, as required by the applicable provisions of the Florida Statutes.

These Amended and Restated Articles of Incorporation shall become effective upon filing with the Department of State and shall supersede the original Articles of Incorporation and all amendments and restatements thereto. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHADY REST CARE PAVILION, INC.**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation (hereinafter called "Corporation") is Shady Rest Care Pavilion, Inc., and its principal office is located at 4100 Centre Pointe Drive, Suite 112, Ft. Myers, Florida 33916.

**ARTICLE II
DURATION**

The term of this Corporation is fixed in perpetuity.

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ARTICLE III
PURPOSE AND POWERS

The Corporation is a nonprofit organization organized exclusively for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Corporation shall perform all services necessary to operate a skilled nursing facility and ancillary senior services related thereto including, but not limited to, home health, and perform all activities permitted corporations under the laws of this State, to the extent activities are permitted by organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions of which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, religious, educational, and scientific purposes to organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE IV
REGISTERED AGENT

The registered office is located at 4100 Centre Pointe Drive, Suite 112, Ft. Myers, Florida 33916 and Weston R. Edwards of such address is the registered agent.

ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 in the Third Article 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. Notwithstanding any other provision of these Articles of Incorporation of the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious,

literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes to such Section 501(c)(3) organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII DIRECTORS

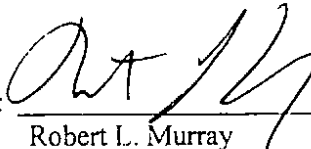
The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VIII MEMBERSHIP

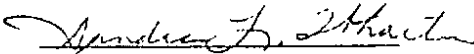
The sole corporate member of the Corporation shall be Page Healthcare, Inc.

IN WITNESS WHEREOF, the Chairman of the Board of Directors of the Corporation in accordance with Section 617.1007, Florida Statutes, has executed these Articles of Restatement on this 6 day of MAY, 2020.

SHADY REST CARE PAVILION, INC.,
a Florida not for profit corporation

By: 
Robert L. Murray
Chairman of the Board of Directors

ATTEST:


Secretary