

N98000007297

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

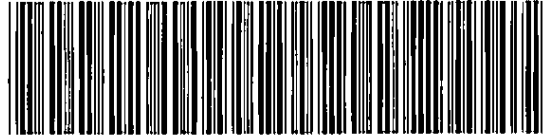
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
2021 NOV 24 AM 9:49
CLERK OF STATE
TALLAHASSEE, FL

Y SULKER
DEC 10 2021

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

RESUBMIT

Please give original
submission date as file date.

11/24/2021

ACCOUNT NO. : I20000000195

REFERENCE : 266001 4804859

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 52.50

ORDER DATE : November 24, 2021

ORDER TIME : 8:43 AM

ORDER NO. : 266001-005

CUSTOMER NO: 4804859

*the fax filing option is
still down.*

*Can you all please file
this otc with the
original file date of
11/24/21?*

DOMESTIC AMENDMENT

NAME: ORLANDO REHABILITATION
INC.

*I have attached the fax
audit sheet, but can't
abandon with taxes being
down. please abandon if needed.
Thank you!*

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: _____

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ORLANDO REHABILITATION GROUP, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

In compliance with Chapter 617, F.S. (Not for Profit)

The name of the corporation is: ORLANDO REHABILITATION GROUP, INC.

ARTICLE II RESTATED ARTICLES Please see Exhibit A attached hereto
The text of the Restated Articles is as follows:

The text of the Restated Articles is as follows:

RECEIVED
2021/11/24 AM 9:45
DEPT. OF STATE
TAMPA, FL

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Corporation Service Company

Address: 1201 Hays Street

Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Alexis Weir, assistant vice president

Required Signature/Registered Agent

11/24/2021

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 11/24/2021

Signature: _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Howard Jaffe

(Typed or printed name of person signing)

President and Chairman of Board

(Title of person signing)

RESTATED
ARTICLES OF INCORPORATION
OF ORLANDO REHABILITATION GROUP, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be ORLANDO REHABILITATION GROUP, INC. hereinafter referred to as the "Corporation". The term of existence of this Corporation shall be perpetual.

The principal office and mailing address of the Corporation shall be located at 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401 or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

The street address of the Corporation's current registered office shall be 1201 Hays Street, Tallahassee, FL 32301, and the name of the Corporation's initial registered agent at the registered office shall be Corporation Service Company. The registered agent of the Corporation in the future shall be as determined by the Board of Directors of the Corporation, from time to time, and the Corporation's officers shall promptly so notify the Florida Secretary of State of any change in registered agent.

The seal of the Corporation shall be a circular impression stamp seal, bearing the name of the Corporation and the word "Seal".

ARTICLE II
PURPOSES OF THE CORPORATION

The Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes, but without limitation thereof, the following:

(a) To provide, on a not-for-profit basis, health care services specially designed to meet the physical, social and psychological needs of those persons requiring nursing, convalescent or personal care and to contribute to their health, security, happiness and usefulness in longer living.

(b) To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incidental to the provision of nursing, convalescent care or personal care for the elderly or the chronically ill.

(c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.

(d) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation.

(e) The Corporation shall be organized and operated to the extent of its financial ability for those who are not able to pay for the services rendered and it shall not be organized and operated exclusively for those who are able and who are expected to pay for the services.

ARTICLE III MEMBERS OF THE CORPORATION

The Corporation shall not have any members.

ARTICLE IV OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected to such terms as are provided for in the Bylaws and shall remain in office until their respective successors are elected and have qualified.

ARTICLE V THE BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which initially shall consist of five (5) persons as established by the Bylaws. The number of directors may be increased or decreased from time to time by the Board of Directors in accordance with the Bylaws. The Directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the Board of Directors. Nothing in these Articles or the Bylaws shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

The Board of Directors shall be elected in the manner, and at the times and for the terms as provided in the Bylaws. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

ARTICLE VI BYLAWS

Except to the extent a provision of the Bylaws of the Corporation requires a specified vote of the Directors, the Bylaws of the Corporation are to be adopted, amended or rescinded by a majority vote of the Board of Directors and shall not conflict with the provisions of these Articles of Incorporation.

To the extent a provision of the Bylaws requires a specific majority or minimum percentage vote of the Board of Directors, such provision of the Bylaws of the Corporation may be amended or rescinded only by such minimum of the Board of Directors.

ARTICLE VII AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the Directors. Notice of any amendment shall be given to all Directors at least 30 days prior to the annual, regular or special meeting at which such amendment is proposed to be adopted.

ARTICLE VIII DISSOLUTION

The Corporation may be dissolved or liquidated by unanimous vote of the Board of Directors. In the event of dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the assets of the Corporation shall be distributed by the Board of Directors of the Corporation exclusively to one or more entities that at the time of such distribution is an entity described in Internal Revenue Code Sections 170(c)(2) and 501(c)(3). Any of such assets of the Corporation not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively to such entity or entities described in Internal Revenue Code Sections 170(c)(2) and 501(c)(3) as said court shall determine. No part of such assets will inure to the benefit of any director, officer or employee of the Corporation, contributor or private individual. Notwithstanding anything to the contrary contained herein, in no event shall the corporation be dissolved prior to the maturity of that certain mortgage loan (the "Mortgage Loan") in the principal amount of Twenty Nine Million Two Hundred Seventy Two Thousand Five Hundred AND 00/100 Dollars (\$29,272,500.00) from HOUSING & HEALTHCARE FINANCE, LLC, a Delaware limited liability company, which Mortgage Loan is to be insured by the Secretary of Housing and Urban Development ("HUD") acting by and through the Federal Housing Commissioner pursuant to Section 232 pursuant to Section 223(f) of the National Housing Act, as amended, and the Regulations promulgated thereto ("Initial/Final Endorsement") and in accordance with the terms and conditions of the U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT FEDERAL HOUSING COMMISSIONER COMMITMENT TO INSURE UPON COMPLETION pursuant to Section 232 pursuant to Section 223(f) dated August 4, 2021, as amended, for the Facilities identified as Federal Housing Administration Project No. 067-22275.

ARTICLE IX MISCELLANEOUS

(a) For the carrying out of its corporate purposes, the Corporation shall have the right to accept contributions, including bequests and devises, of money or other property from any person or entity.

(b) No substantial part of the activities of the Corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign, on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the Corporation engage in any transaction described in the Internal Revenue Code as a "prohibited transaction" which would disqualify the Corporation as an "exempt Corporation" within the meaning of the Internal Revenue Code.

(c) The Corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes, and, except as permitted by the laws of the State of Florida and the Internal

Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any member, director, officer or employee of the Corporation, contributor or private individual. However, 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 III above.

(d) The name and address of the incorporator is James F. Emerson, 80 West Lucerne Circle, Orlando, Florida 32801.

(e) Any reference in these Restated Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

The foregoing Restated Articles of Incorporation restate and integrate, further amend, and supersede in accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the provisions of the Corporation's Articles of Incorporation as amended prior to the date hereof, and there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

Dated: November 24, 2021

ORLANDO REHABILITATION GROUP, INC.

By: 

Name/Title: Howard Jaffe, President and Chairman of the Board

COVER LETTER

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P. O. Box 6327
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 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.