



THE UNITED STATES  
CORPORATION  
COMPANY

N99000004036

99 JUN 29 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 290953 80821A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 1999

ORDER TIME : 2:31 PM

ORDER NO. : 290953-005

CUSTOMER NO: 80821A

400002918904--6  
-06/30/99--01001--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Dennis E. Guidi, Esq.  
HARRIS GUIDI ROSNER &  
HARRIS GUIDI ROSNER &  
1837 Hendricks Avenue

Jacksonville, FL 32207

DOMESTIC FILING

NAME: ALL SAINTS CATHOLIC NURSING  
HOME AND REHABILITATION  
CENTER, 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: James Guy

EXAMINER'S INITIALS:

RECEIVED  
99 JUN 29 PM 3:15

W99-15778



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

June 30, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: ALL SAINTS CATHOLIC NURSING HOME AND REHABILITATION  
CENTER, INC.  
Ref. Number: W99000015178

We have received your document for ALL SAINTS CATHOLIC NURSING HOME  
AND REHABILITATION CENTER, INC. and your check(s) totaling \$78.75.  
However, the enclosed document has not been filed and is being returned for the  
following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are  
elected or appointed be contained in the articles of incorporation or a statement  
that the method of election of directors is as stated in the bylaws.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00034491

RECEIVED  
99 JUL - 1 PM 1:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
Florida Nonprofit Corporation

ALL SAINTS CATHOLIC NURSING HOME AND REHABILITATION CENTER, INC.

FILED  
99 JUN 29 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

The name of this corporation is ALL SAINTS CATHOLIC NURSING HOME AND REHABILITATION CENTER, INC.

ARTICLE II  
CORPORATE ADDRESS

The principal place of business is 5888 Blanding Blvd., Jacksonville, Florida 32244.

ARTICLE III  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To be a nonprofit corporation, organized solely for general educational, religious, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

B. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV  
QUALIFICATIONS FOR MEMBERS  
AND THE MANNER OF THEIR ADMISSION

The Members shall be the Most Reverend John J. Snyder, as Bishop of the Diocese of St. Augustine, Msgr. Vincent J. Haut, the Vicar General of the Diocese of St. Augustine and Rev. Keith R.

Brennan, the Chancellor of the Diocese of St. Augustine, and their successors and assigns in office. Additional Member(s) may be appointed by the Members by unanimous vote. Any Member(s) may be removed by the Members by unanimous vote of those remaining, excluding the Member to be removed.

#### ARTICLE V RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Member(s):

(a) The operating philosophy of the corporation shall be approved by the Member(s);

(b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and

(c) The corporation may not be merged or dissolved without the express written approval of the Member(s).

#### ARTICLE VI BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than twenty (20) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by majority vote of the Member(s). The Member(s) may remove any or all of the Directors from the Board, with or without cause and at such time as he/they may determine, in his/their sole discretion, by majority vote. The manner in which the directors shall be elected or appointed are as stated in the by laws.

The names and addresses of the persons who will serve as the initial Directors until the next election:

William J. Tierney  
Rev. Luke McGloughlin  
Leo Rabuck

#### ARTICLE VII CORPORATE POWERS

Except as limited by these Articles of Corporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit cooperations under the laws of the State of Florida.

**ARTICLE VIII  
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 5888 Blanding Blvd., Jacksonville, Florida 32244. The name of the initial registered agent of the Corporation shall be Dennis E. Guidi, Esquire, and the initial address of said registered agent shall be 1837 Hendricks Avenue, Jacksonville, Florida 32207.

**ARTICLE IX  
INCORPORATOR**

The name and residence address of the subscriber of this corporation is as follows: William Tierney, 5888 Blanding Blvd., Jacksonville, Florida 32244.

**ARTICLE X  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE XI  
CORPORATE OFFICERS**

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Member(s). The Member(s) may remove any or all of the officers from office, with or without cause, by majority vote and at such time as the Member(s) may determine.

The names and addresses and positions of the persons who will serve as the officers until the next election are as follows:

William J. Tierney  
Rev. Luke McGloughlin  
Leo Rabuck

**ARTICLE XII  
LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Member, Director or Officer of the corporation, or any other

private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, provided, however, the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(3)(c) of the Code. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

#### **ARTICLE XIII DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations selected by the Bishop of the Diocese of St. Augustine which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

#### **ARTICLE XIV AMENDMENT OF THE ARTICLES OF INCORPORATION**

These articles may be amended, altered, modified or revoked only upon the unanimous vote of the Member(s).

#### **ARTICLE XV BYLAWS**

The Member(s) shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, modified or revoked by the Member(s) in any manner permitted by the Bylaws.

#### **ARTICLE XVI COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

THE UNDERSIGNED, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 28 day of JUNE, 1999.

WITNESSED BY:

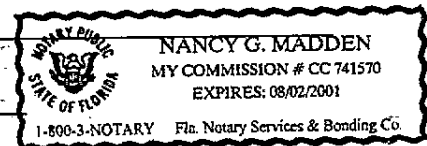
Ann M. Bourque      Judy T. Pinson  
William J. Tierney  
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned, personally appeared William J. Tierney to me known to be the persons who executed the forgoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of June, 1999.

Nancy G. Madden  
NOTARY PUBLIC, State of Florida  
Personally Known ☒ or Produced Identification  
Type of Identification Produced \_\_\_\_\_



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

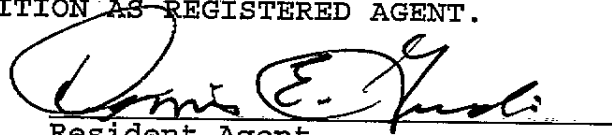
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

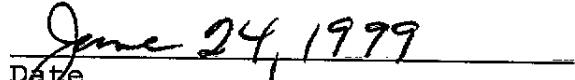
1. The name of the corporation is ALL SAINTS CATHOLIC NURSING HOME AND REHABILITATION CENTER, INC.

2. The name and address of the registered agent and office is: Dennis E. Guidi, Esquire, 1837 Hendricks Avenue, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY

WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Resident Agent

  
Date

FILED  
99 JUN 29 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA