

V40673

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BASIC AMENDMENT

MIED, INC.

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Certificate of Status	1
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Page Count	5
Estimated Charge	\$52.50

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 16, 2005

MIED, INC.
5000 PINWOOD AVENUE
C/O J.E. CARTER JR.
JACKSONVILLE, FL 32257

SUBJECT: MIED, INC.
REF: V40673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tracy Smith
Document Specialist

FAX Aud. #: H05000220979
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIED, INC.**

ARTICLE I - NAME

The name of the corporation is MIED, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Corporation is Pinewood Avenue, Jacksonville, Florida 32257.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, and the name of its initial registered agent at such address is Charles R. Curley, Jr., Esq.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall have one (1) director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws, but shall never be less than one.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of the Corporation, except that (i) the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors and (ii) no provision required by HUD to be inserted into the Bylaws of the Corporation may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.

ARTICLE VII - HUD REQUIREMENTS

The following provisions shall apply at any time The Department of Housing and Urban Development ("HUD"), or its successors or assigns, is the insurer or holder of a note secured by a mortgage, deed of trust or security agreement on the Project. For purposes of these Articles of Incorporation, the "Project" is Southlake Nursing and Rehabilitation Center, Project Number 063-22022 REF in Jacksonville, Florida. The Corporation holds no assets other than the Project.

(a) Notwithstanding any other provisions of these Articles of Incorporation, in the event that any provision of these Articles of Incorporation or the Bylaws of the Corporation

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conflicts with the terms of (i) the note, (ii) the mortgage deed of trust or security agreement, or (iii) the HUD Regulatory Agreement (collectively, the "HUD Loan Documents"), the provisions of the HUD Loan Documents shall control.

(b) No provision required by HUD to inserted into the Articles of Incorporation or Bylaws of the Corporation may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.

(c) So long as HUD is the insurer or holder of a note secured by a mortgage, deed of trust or security agreement on the Project, no amendment to these Articles of Incorporation or the Bylaws of the Corporation that results in any of the following will have any force or effect without the prior written consent of the Secretary:

(i) Any amendment that modifies the term of the Corporation;

(ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional person;

(iii) Any amendment that in any way affects the note, mortgage, deed of trust or security agreement on the project or the Regulatory Agreement between HUD and the Corporation (the "HUD Regulatory Agreement");

(iv) Any amendment that would authorize any member other than the Manager (as defined below) or preapproved Successor Manager (as defined below), if any, to bind the Corporation for all matters concerning the Project which require the consent or approval of HUD;

(v) A change in the Manager or preapproved Successor Manager, if any, of the Corporation; or

(vi) Any change in a guarantor of any obligation to the Secretary of HUD (the "Secretary").

(d) The Corporation is specifically authorized by these Articles of Incorporation to execute a note, mortgage, deed of trust or security deed and a security agreement in order to secure a loan to be insured by the Secretary and to execute the HUD Regulatory Agreement and other documents required by the Secretary, and to comply with any and all requirement thereof, in connection with the HUD-insured loan.

(e) Any incoming shareholder of the Corporation must as a condition of receiving an interest in the Corporation agree to be bound by the note, mortgage, deed of trust or security deed, security agreement, the HUD Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other shareholders.

(f) Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of the Corporation, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the HUD Regulatory Agreement in a manner satisfactory to the Secretary.

(g) The shareholders, directors and officers and any assignee of a shareholder are liable in their individual capacity to HUD for:

(i) Funds or property of the Project coming into its possession, which by the provisions of the HUD Regulatory Agreement, the person or entity is not entitled to retain;

(ii) Its own acts and deeds, or acts and deeds of others which it has authorized, in violation of the provisions of the HUD Regulatory Agreement;

(iii) The acts and deeds of affiliates, as defined in the HUD Regulatory Agreement, which the person or entity has authorized in violation of the provisions of the HUD Regulatory Agreement; and

(iv) As otherwise provided by law.

(h) So long as the Secretary or the Secretary's successors or assigns is the insurer or holder of the note on the Project, the Corporation may not voluntarily be dissolved or be converted to another form of entity without the prior written approval of the Secretary.

(i) The Corporation hereby designates J. E. Carter as its official representative for all matters concerning the Project which require HUD consent or approval (the "Manager"). The signature of the Manager will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function (the "Successor Manager"), but within three (3) business days of doing so will provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority or management of the Project, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation; provided, however, no provision required by HUD to inserted into these Articles of Incorporation or the Bylaws of the Corporation, including, without limitation, Article VII of these Articles of Incorporation, may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named 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 MIED, Inc.
2. The name and address of the registered agent and office are Charles R. Curley, Jr., Esq., 1301 Riverplace Boulevard, Suite 1500, 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.



Charles R. Curley, Jr., Esq.
Registered Agent

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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
MIED, INC.**

Pursuant to the provisions of Section 607.1002, Florida Statutes, MIED, Inc., a Florida corporation (the "Corporation"); does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation").
2. The Amended and Restated Articles of Incorporation were adopted on September 7, 2005.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned officer of MIED, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on September 16, 2005.

MIED, INC.

By: 
 Name: John E. Carter, Jr.
 Title: Director

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