



**WESTMINSTER
RETIREMENT
COMMUNITIES**

702143

80 West Lucerne Circle, Orlando, Florida 32801 • 407-839-5050 • Fax 407-839-0700

March 25, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Dear Sirs:

Enclosed are two (2) original documents of the Amended Articles of Incorporation along with the amendment form for Wesley Manor, Inc. Also enclosed is a check in the amount of \$52.50 (\$35.00 filing fee, \$8.75 for a certified copy and \$8.75 for a Certificate of Status).

Please execute this document and send the certified copy and the Certificate of Status to:

Westminster Retirement Communities
ATTENTION: JAMES F. EMERSON
80 West Lucerne Circle
Orlando, Florida 32801

If you have questions, or need additional information, please call me at 800-789-1628.

Sincerely,

James F. Emerson
Executive Vice President/CEO

:crm

*Mr. James Emerson
gave authorization to
make all corrections &
additions.*

FILED
02 MAR 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 4-4
Amend*

CERTIFICATE OF AMENDED AND RESTATED ARTICLES

TO THE

ARTICLES OF INCORPORATION

of

WESLEY MANOR, INC..
(Present name)

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED ADDED OR DELETED.)

Article II, Member of the Corporation: is hereby repealed in its entirety and the following is substituted therefor:

ARTICLE II
MEMBER OF THE CORPORATION

Westminster Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation as long as it is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECOND: The date of adoption of the amendment was: January 17, 2002 adopted by the Member of the Corporation with the number of votes cast for the amendment sufficient for approval.

THIRD: Adoption of Amendment: The amendment was adopted by the Board of Directors on January 10, 2002 and the number of votes cast for the amendment was sufficient for approval.

Wesley Manor, Inc.
Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

James F. Emerson
Typed or printed name

Executive Vice President
Title

03-25-02
Date

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TALLAHASSEE FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESLEY MANOR, INC.

WESLEY MANOR, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under its corporate seal and the hands of its PRESIDENT, G. Ballard Simmons, hereby certifies that at a duly called meeting on January 10, 2002, in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, amendments to the Articles of Incorporation were adopted by the Members and Directors in sufficient number needed for approval, amending the Articles of Incorporation so that after amendment the Articles of Incorporation of this Corporation shall read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WESLEY MANOR, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be WESLEY MANOR, INC., hereinafter referred to as "the Corporation". The term of existence of the Corporation shall be perpetual.

The street address of its principal office and its mailing address shall be at 80 West Lucerne Circle, Orlando, Florida 32801. The street address of the registered agent shall be 80 West Lucerne Circle, Orlando, Florida 32801. Its current registered agent at that address shall be the corporate Treasurer. The name of the present incumbent of that office is Henry T. Keith.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II MEMBER OF THE CORPORATION

Westminster Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation as long as it is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III MISSION

The Corporation shall be dedicated and committed to providing services for older adults and persons with special needs by creating and administering excellent residential and health care facilities.

ARTICLE IV CHARITABLE PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. 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 person, except that the organization 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 hereof.

Section 3. 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.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V POWERS AND AUTHORITY

The business and the objectives to be carried on and promoted include, but are not limited to the following:

(a) To provide continuing care retirement communities and services that meet the physical and social needs of older adults to enhance their health, security, and quality of life.

(b) To construct, operate, maintain and improve, and to buy, hold, own, develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property.

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

(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 the mission and purpose of the Corporation.

(e) To receive gifts, devises and bequests of money or of real or personal property from residents, directors, and other parties.

(f) To execute trusts from or on behalf of residents, directors, and other parties.

(g) On approval of the Member of the Corporation, services, personal property, funds, or real estate may be donated to other related not-for-profit corporations, which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by the Member in accordance with the Bylaws. The Directors shall be selected in such a manner as to represent a cross section of persons without regard to race, color, national origin, age or handicapping conditions. The number of Directors may be increased or decreased from time to time by the Member.

The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws. The Directors may authorize and require the payment of the reasonable expenses incurred in the performance of their duties or for other services provided to the Corporation. A Director shall disclose any conflicts of interest and shall abstain from voting on such matters.

ARTICLE VII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. Except for the office of President, the officers of the Corporation may, but need not be a Director unless so specified in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board, or at a special meeting called for such purpose, subject to approval of the Member, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE IX DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the residual assets of the Corporation shall be distributed to Westminster Retirement Communities Foundation, Inc., or its

successors, so long as such Foundation shall be exempt from the payment of income tax by reason of being classified as an entity described in Section 501(c)(3) of the Internal Revenue Code, or to the successors of such Foundation, so long as such successors are exempt from the payment of income tax by reason of being classified as an entity described in section 501(c)(3) of the Internal Revenue Code.

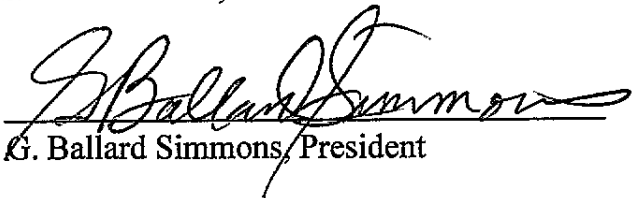
In the event the Foundation or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Westminster Foundation for Mission Development, Inc., or its successor for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any assets not so disposed of shall be distributed to Westminster Retirement Communities, Inc., for one or more exempt purposes within the meaning of section 501(c)(3). In the event these charitable corporations are no longer in existence, assets shall be distributed to a state or local government, for a public purpose, or by a 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 X AMENDMENTS

These Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that any such amendment shall be approved by the Member of the Corporation, and provided further, that notice of the proposed change or changes is given thirty (30) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Board of Directors.

WESLEY MANOR, INC.

By: 
G. Ballard Simmons, President