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CORPORATION NAME: Covenant Village of Florida, Inc.

DOCUMENT NUMBER: File Amended/Restated Articles
(if applicable)

AUTHORIZATION: Cynthia J. Woodyard

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**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
COVENANT VILLAGE OF FLORIDA, INC.**

1. The following Restated Articles of Incorporation of Covenant Village of Florida, Inc. contains amendments to the Articles of Incorporation requiring member approval.
2. The Restated Articles of Incorporation of Covenant Village of Florida, Inc. were adopted by the member and the number of votes cast for the amendment was sufficient for approval.
3. The Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto of Covenant Village of Florida, Inc.

COVENANT VILLAGE OF FLORIDA, INC.


David A. Dwight
Its President

Dated: 9/5/01

**RESTATED ARTICLES OF INCORPORATION
OF
COVENANT VILLAGE OF FLORIDA, INC.
A Florida Nonprofit Corporation**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following as its Restated Articles of Incorporation.

Article 1. The name of the Corporation is Covenant Village of Florida, Inc. The Corporation was originally incorporated on March 21, 1978. The Corporation is affiliated with The Evangelical Covenant Church, (an Illinois not for profit corporation), through its Board of Benevolence, with Covenant Ministries of Benevolence (an Illinois not for profit corporation), and with Covenant Retirement Communities, Inc. (an Illinois not for profit corporation).

Article 2. The principal office of the Corporation is 9201 West Broward Blvd., Plantation, Florida 33324 and mailing address of the Corporation is 5115 North Francisco Avenue, Chicago, Illinois 60625.

Article 3. On the date of the filing of these Restated Articles of Incorporation, the registered agent is Prentice Hall Corporation Systems, Inc. and the address of the registered office is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

Article 4. The Corporation shall have one class of membership. The sole Member of the Corporation shall be Covenant Retirement Communities, Inc. The Articles of Incorporation and Bylaws, as in effect from time to time, may only be amended with approval of the Member, the approval of the Board of Directors of Covenant Ministries of Benevolence, (also know as the Board of Benevolence), and the approval of the Executive Board of the Evangelical Covenant Church.

Article 5. The method of election of directors shall be stated in the bylaws of the Corporation.

Article 6. The Corporation shall provide a continuum of effective care and quality services to senior adults and families, on behalf of The Evangelical Covenant Church through its Board of Benevolence. The Corporation is organized exclusively for religious, charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code, 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 of 1986, as amended. It is empowered to do all things which may be done by an Florida not for profit corporation. In carrying out these purposes the Corporation is authorized:

- (a) To further the mission of Covenant Retirement Communities, Inc., an Illinois not for profit corporation, and to promote, support, and engage in any and all of the religious, educational, charitable and scientific ministries which are now, or may hereafter be established by Covenant Retirement Communities, Inc.

- (b) To promote, by donation, loan, guaranty of debt, or otherwise, the interests of any not for profit and federally tax exempt organizations which are affiliated with the Corporation, Covenant Retirement Communities, Inc., or any organization affiliated with Covenant Retirement Communities, Inc. and which further the purposes of Covenant Retirement Communities, Inc., and of the Evangelical Covenant Church, the purposes of which are not inconsistent with those of the Corporation.

Article 7. In all events and circumstances, and regardless of any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary, or by operation of law), or amendment of the Articles of Incorporation, all of the assets and earnings of the Corporation and its affiliates and subsidiaries shall be used exclusively for religious, charitable, educational and scientific purposes, in the course of which operation:

- (a) No part of the net earnings shall inure to the benefit of or be distributable to its Member (except as set forth in Article 8), directors or officers, or other persons; except that the Corporation and its affiliates and subsidiaries are empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- (b) No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation and its affiliates and subsidiaries shall not participate in, or intervene in (including the publication or distributing of statements), any political campaign on behalf of any candidate for public office; and
- (c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation and its affiliates and subsidiaries shall not carry on any other activities not permitted to be carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

Article 8. Dissolution of the Corporation must be approved by the Member, by Covenant Ministries of Benevolence, and by The Evangelical Covenant Church. Upon dissolution, the entire net assets remaining after the payment of any and all liabilities and obligations of the Corporation shall be distributed to Covenant Retirement Communities, Inc. to be used for the purposes similar to those stated in Article 6, above, and/or other ministries selected by The Evangelical Covenant Church and Covenant Ministries of Benevolence, provided that Covenant Retirement Communities, Inc. or the ministries receiving the assets qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such distribution shall be made in compliance with applicable Florida and Federal laws and regulations.

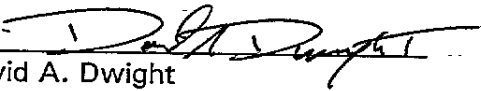
Article 9. The date of adoption of this Amendment and Restatement of the Articles of Incorporation is June 21, 2000.

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Article 10. This Amendment and Restatement of the Articles of Incorporation of Covenant Village of Florida, Inc. was adopted by the member and the number of votes cast for the amendment was sufficient for approval.

This amendment and restatement deletes all Articles of the Corporation's current Articles of Incorporation and substitutes in their place the above Articles 1-10.

COVENANT VILLAGE OF FLORIDA, INC.


David A. Dwight
Its President

Dated: September 4, 2001