

N1000 0010401

(Requestor's Name)

(Address)

(Address)

(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



700187338767

11/05/10--01024--010 **87.50

FILED
2010 NOV -5 PM 12:10
SEC. STATE T. J. COVINO
FALL RIVER, MASS. 01901

J. Shivers NOV 09 2010

COVER LETTER

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

SUBJECT: Westminster Foundation II, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James F. Emerson
Name (Printed or typed)

80 West Lucerne Circle
Address

Orlando, Florida 32801
City, State & Zip

407-839-5050
Daytime Telephone number

cmcgarvey@wservices.org
E-mail address: (to be used for future annual report notification)

RECEIVED
TALLAHASSEE, FLORIDA
2010 NOV -5 PM 12:10
FILED

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

ARTICLES OF INCORPORATION
OF
WESTMINSTER FOUNDATION II, INC.

2010 NOV -5 PM 12:13
FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
ORLANDO, FLORIDA

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, ADDRESS & REGISTERED AGENT

The name of the Corporation shall be WESTMINSTER FOUNDATION II, INC. (hereinafter referred to as the "Corporation"). The Corporation shall have perpetual existence unless dissolved sooner according to law.

The principal office and mailing address of the Corporation shall be located at 80 West Lucerne Circle, Orlando, Florida 32801 or at such other address within the State of Florida as may be hereafter established by the Board of Directors.

The street address of the registered office of the Corporation shall be 80 West Lucerne Circle, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at the registered office shall be Henry T. Keith.

ARTICLE II
PURPOSES OF THE CORPORATION

The Corporation is organized and shall be operated exclusively for charitable purposes. In furtherance of its charitable purposes, the Corporation is authorized to undertake the following activities:

(a) The Corporation shall provide funds for the purpose of developing retirement communities and health care facilities devoted to the welfare of older adults and persons with special needs, such communities being under the auspices of Westminster Retirement Communities, Inc. ("WRC"), a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or Presbyterian Retirement Communities, Inc. ("PRC"), a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Code, or affiliate corporations of such entities.

(b) The Corporation shall provide monies for the funding of (i) the purchase of real and personal property, (ii) development costs, (iii) expansion costs, and (iv) construction and repair costs, and by other means as approved by the Board of Directors of the Corporation. Any distributions by the Corporation in furtherance of its purpose hereof shall be made only to those organizations that are described in Section 501(c)(3) of the Code.

(c) The Corporation shall encourage, solicit, receive and administer gifts and bequests of property and funds for financing such projects for the welfare of older adults and other persons with special needs and shall participate in other fund raising activities that may be necessary or appropriate; and, to that end, to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject to any limitations or conditions imposed by law, by donor, or by the instrument under which received.

(d) The Corporation shall have the ability to establish and maintain retirement communities, nursing homes, assisted living facilities, and other facilities or services for the aged, afflicted or other dependent persons. The Corporation shall have the power to purchase, sell, lease, mortgage, convey and dispose of any such property. It shall have the power to invest and reinvest any proceeds and other funds, and to expend the income or principal for any of said purposes; to act as trustee; and in general, to exercise any, all and every power, including trust powers, which a not for profit corporation organized under the laws of the State of Florida for the foregoing purposes is authorized to exercise.

(e) Following specific approval of the Board of Directors, and subject to prior authorization by the Member of the Corporation, the Corporation may borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval; provided, however, no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

ARTICLE III MEMBER OF THE CORPORATION

The sole Member of the Corporation is Westminster Retirement Communities, Inc. The Member of the Corporation shall have the rights set forth in the Bylaws of the Corporation.

ARTICLE IV THE BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors 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. Nothing in these Articles of Incorporation or the Bylaws

shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

The administrative powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property, affairs and funds of the Corporation, including the power to acquire, mortgage, lease and convey the property of the Corporation; shall have the power to elect officers; and may exercise all such powers of the Corporation as are not by law, or by these Articles of Incorporation, or by the Bylaws, directed or required to be exercised by the members. The Board of Directors of the Corporation shall adopt such policies necessary to direct the affairs of the Corporation, but shall delegate the responsibility for the execution of those policies in day-to-day operation to management.

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 V BYLAWS

Except as otherwise may be provided in the Bylaws of the Corporation, the Bylaws of the Corporation are to be amended or rescinded by a majority vote of the Board of Directors and by the approval of the Member. The Bylaws shall be adopted by the Board of Directors. The Bylaws shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time and from time to time by a majority vote of the Board of Directors and by the approval of the Member.

ARTICLE VII DISSOLUTION

This Corporation may be dissolved only by the unanimous vote of the members of the Board of Directors. Upon the 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. ("WRCF"), so long as WRCF is an entity described in Section 501(c)(3) of the Code, or to the successor of Westminster Retirement Communities Foundation, so long as such successor is an entity described in Section

501(c)(3) of the Code. In the event WRCF or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Westminster Retirement Communities, Inc. (WRC), so long as WRC is an entity described in Section 501 (c)(3) of the Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 VIII MISCELLANEOUS

(a) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Assets and income of the Corporation shall be used only for the purposes herein above set out, including its operating expenses. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director of the Corporation, trustee of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

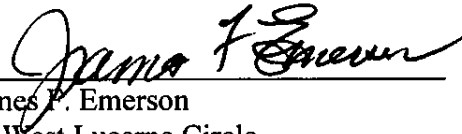
(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations promulgated thereunder, as they now exist or they may hereafter be amended or replaced.

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

ARTICLE IX
INCORPORATION

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

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business within the State of Florida, do make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly execute these Articles of Incorporation this 4th day of November, 2010.

A handwritten signature in cursive script, appearing to read "James F. Emerson", is written over a horizontal line.

James F. Emerson
80 West Lucerne Circle
Orlando, Florida 32801

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

Pursuant to the provisions of Section 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:

WESTMINSTER FOUNDATION II, INC.

2. The name and address of the registered agent and office are:

**HENRY T. KEITH
80 WEST LUCERNE CIRCLE
ORLANDO, FLORIDA 32801**

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.



HENRY T. KEITH

November 4, 2010
DATE

2010 NOV -5 PM 12:10
FILED
CLERK OF CIRCUIT COURT
ORLANDO, FLORIDA