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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WESTMINSTER ASBURY EAST, INC.

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ARTICLE I
NAME, ADDRESS & REGISTERED AGENT

The name of the Corporation shall be WESTMINSTER ASBURY EAST, 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 purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide elderly persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE III
POWERS OF THE CORPORATION

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and

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personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence 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.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes; provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

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ARTICLE IV
THE BOARD OF DIRECTORS

The number of directors of the Corporation shall be ten (10). The directors and the term for which each will serve are set below.

Name	One Year Term Ending
1 James B. Bogner	12/31/2013
2 D. Greg Bustle	12/31/2013
3 Stephen R. Dye	12/31/2013
4 John W. Hillenmeyer	12/31/2013
5 C. William Hull	12/31/2013
6 Al C. McCully	12/31/2013
7 John Milton V	12/31/2013
8 Morjorie J. Phillips	12/31/2013
9 Richard V. Sturm	12/31/2013
0 R. Allen Trovillion	12/31/2013

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either directors of the Sponsor, Presbyterian Retirement Communities, Inc. (PRC), or non-directors who have the approval of the Board of Directors of the sponsoring organization. In the event that a director of the Corporation ceases to be a director of the Sponsor or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held in the month of October of each year.

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ARTICLE V
BYLAWS

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

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 Westminster Retirement Communities, Inc.; provided, however, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

ARTICLE VII
DISSOLUTION

Subject to the specific requirements of Article III(d), 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 WRCF, 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.

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

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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.

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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WESTMINSTER ASBURY EAST, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, WESTMINSTER ASBURY EAST, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

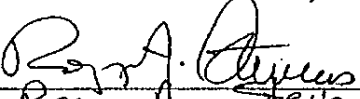
1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.

2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on November 19, 2013.

3. The sole member of the Corporation adopted and approved a resolution setting forth the proposed amendment at a meeting of the members on November 22, 2013.

IN WITNESS WHEREOF, the undersigned officer of Westminster Asbury East, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on November 19, 2013.

WESTMINSTER ASBURY EAST, INC.

By: 
Name: Roger A. Stevens
Title: CEO

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