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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) Amend (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials AR
 8/2/99

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Westminster Retirement Communities, Inc.

(present name)

Pursuant to the provisions of section 617.1006, 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.)

The entire document was amended and restated.


SECOND: The date of adoption of the amendment(s) was: July 16, 1999

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Westminster Retirement Communities, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

James F. Emerson

Typed or printed name

Executive Vice President

July 30, 1999

Title

Date

ARTICLES OF INCORPORATION
OF
WESTMINSTER RETIREMENT COMMUNITIES, INC.

WESTMINSTER RETIREMENT COMMUNITIES, INC. a Corporation not for profit organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Executive Vice President, JAMES F. EMERSON, and its Assistant Corporate Secretary, DONNA M. SMAAGE, hereby certify that at a duly called meeting of Members of the Corporation and the Board of Directors, held on the 16th of July, 1999, a quorum being present, said Members and Board approved by affirmative vote the following Restated and Amended Articles of Incorporation. The number of votes cast was sufficient for approval:

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be WESTMINSTER RETIREMENT COMMUNITIES, INC. hereinafter referred to as "the Corporation". The Corporation is organized as a not-for-profit Corporation under Chapter 617, Florida Statutes. The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other location with other offices both within and without the State of Florida as may be hereafter established by the Board of Directors.

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

The seal of the Corporation shall bear the name of the Corporation and the words "Seal", "not for profit Corporation", and year of incorporation.

ARTICLE II
MEMBERS OF THE CORPORATION

The Board of Directors shall serve as the Members of the Corporation.

ARTICLE III
MISSION AND PURPOSE

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

ARTICLE IV
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 facilities and services that meet the physical, social and psychological needs of older adults and other dependent persons, and 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 solely for the achievement of the mission and purpose of the Corporation.

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

(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) This Corporation shall be organized and operated to the extent of its financial ability for those who are not able to pay for the services rendered and it shall not be organized and operated exclusively for those who are able and who are expected to pay for the services.

(h) This Corporation may donate funds, real estate, personal property or services to other related not-for-profit corporations.

(i) The Corporation is irrevocably dedicated to, and operated exclusively for, not-for-profit purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors. 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 by directors in attending meetings of the Board of Directors.

The initial board of directors shall be those persons currently serving on the board of directors for Presbyterian Retirement Communities, Inc. In the event of a vacancy occurring on the Board of Directors, a Director may be elected to fill out the unexpired term at any of its meetings.

The Board of Directors shall elect a chairman of the Board from among the members of the Board. The chairman shall continue in office until a successor is elected.

ARTICLE VI
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. The officers of the Corporation may, but need not be, members of the Board of Directors.

The following officers of the Corporation shall be as follows:

President	W. W. Gay
Executive Vice President	James F. Emerson
Treasurer	Henry T. Keith
Secretary	James B. Bogner
Assistant Secretary	Donna M. Smaage

Such individuals shall serve as officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation or until their successors have been elected and qualified.

ARTICLE VII
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 of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VIII
DISSOLUTION

In the event of 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 the Presbyterian Retirement Communities Foundation, Inc. or to its successors. No part of such assets will inure to the benefit of any director, officer or employee of this Corporation, contributor or private individual.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a Corporation, contributions to which are deductible under section 170(b)(2) of the Internal Revenue Code of 1986 or under any other corresponding provision of any future United States Internal Revenue law.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors, provided 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 Directors.

WESTMINSTER RETIREMENT COMMUNITIES INC.

By: James F. Emerson
James F. Emerson, Executive Vice President

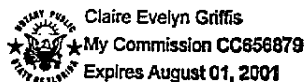
Attest: Donna M. Smaage
Donna M. Smaage, Assistant Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared JAMES F. EMERSON and DONNA M. SMAAGE, well known to me, and they acknowledged executing the foregoing Amended and Restated Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 30th day of July, 1999.

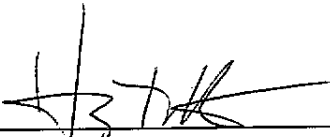
Claire Evelyn Griffis
Notary Public, State of Florida at Large



Westminster Retirement Communities, Inc.
Articles of Incorporation
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ACCEPTANCE OF DESIGNATION

I HEREBY accept the foregoing designation as Registered Agent for this Corporation for service of process within the State of Florida.


Henry T. Keith, Treasurer