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NAME: LIFE CARE PASTORAL SERVICES, INC.
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Amended
&
Restated Art. 03/21/98

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LIFE CARE PASTORAL SERVICES, INC.

Pursuant to Section 617.1007, Florida Statutes, Life Care Pastoral Services, Inc., hereby amends and restates in its entirety its Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the corporation is: Life Care Pastoral Services, Inc.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the corporation are:

1000 Vicar's Landing Way
Ponte Vedra Beach, FL 32082

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ARTICLE III. DURATION

The corporation will exist perpetually.

ARTICLE IV. PURPOSE

A. The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific and exclusive purpose of this corporation is to provide support and assistance to, and otherwise benefit, the following publicly-supported charitable organizations, each of which is described by Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986:

1. Life Care Ponte Vedra, Inc., a Florida not for profit corporation;

2. Life Care St. Johns, Inc., a Florida not for profit corporation, provided that said Life Care St. Johns, Inc., shall be recognized by the Internal Revenue Service as a publicly-supported charitable organization described by Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

3. LCPS Management, Inc., a Florida not for profit corporation, provided that said LCPS Management, Inc., shall be recognized by the Internal Revenue Service as a publicly-supported charitable organization described by Section 501(c)(3) and

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Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. In carrying out the foregoing purpose and within the scope thereof, the corporation shall:

1. Engage in, and conduct charitable, educational, scientific and other activities related to continuing care retirement communities.

2. Coordinate activities of the above specified organizations and related organizations engaged in continuing care retirement community activities and related activities which include long range planning and fund raising for the betterment of the general health of the communities served.

3. Provide for, and integrate, the planning and liaison of continuing care retirement community services among the specified organizations in the communities served and otherwise assist such organizations in the performance of their activities.

4. Facilitate interchange of ideas among the specified organizations and the communities served through educational activities and otherwise so as to advance the planning for, and delivery of, high quality continuing care services in such communities.

5. Sponsor, encourage, promote and advance the provision of continuing care retirement community services and the activities of continuing care retirement community institutions and the betterment of continuing care retirement community services and living standards in the communities served.

6. Have and exercise all rights and powers conferred on corporations not for profit organized under the laws of Florida, as enumerated in Section 617.0302 of the Florida Statutes or any successive provisions thereto, as the same may be amended from time to time, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons,

except that the corporation 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) 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 VI. MEMBERS

The corporation shall have no members.

ARTICLE VII. BOARD OF DIRECTORS

The corporation has three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the current directors are:

James H. Cooper
Raymond M. Johnson
Joseph S. Taylor

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed 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, 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 IX. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned officer, on behalf of the corporation, hereby certifies that the foregoing Amended and Restated Articles of Incorporation were adopted and approved by the board of directors of the corporation on December 3, 1997, and that there are no members of the corporation and therefore, there are no members entitled to vote on the adoption hereof. The undersigned has executed these Amended and Restated Articles on December 3, 1997.

LIFE CARE PASTORAL SERVICES, INC.

By: Joseph S Taylor
Print Name: JOSEPH S. TAYLOR
Its: PRES.

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