

700111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

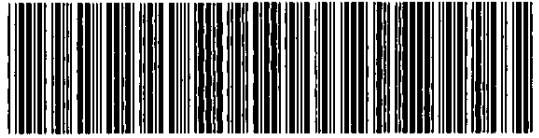
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800167248278

*Amended &  
Restated*

02/23/10--01008--010 \*\*52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 FEB 23 PM 3:08

FILED

*DR  
2/24/10*



**WESTMINSTER  
COMMUNITIES  
OF FLORIDA**

80 West Lucerne Circle, Orlando, FL 32801  
407-839-5050 • Fax 407-839-0700 • [www.WestminsterRetirement.com](http://www.WestminsterRetirement.com)

February 18, 2010

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation  
Presbyterian Retirement Communities, Inc.

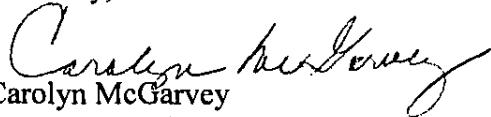
Enclosed is the

- Cover letter to the Amendment Section, Division of Corporations
- A check in the amount of \$52.50, for filing fee, Certificate of Status, Certified Copy
- 2 Original copies of the Amended and Restated Articles of Incorporation for Presbyterian Retirement Communities, Inc.

Please return the Certificate of Status and the Certified Copy to:

James F. Emerson, Executive Vice President  
Presbyterian Retirement Communities, Inc.  
80 West Lucerne Circle  
Orlando, Florida 32801

Sincerely,

  
Carolyn McGarvey  
Executive Assistant

:

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Presbyterian Retirement Communities, Inc.

**DOCUMENT NUMBER:** 700111

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James F. Emerson  
(Name of Contact Person)

Presbyterian Retirement Communities, Inc.  
(Firm/ Company)

80 West Lucerne Circle  
(Address)

Orlando, Florida 32801  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

James F. Emerson at ( 407 ) 839-5050  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

FILED

of

2010 FEB 23 PM 3:08

PRESBYTERIAN RETIREMENT COMMUNITIES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BE IT RESOLVED that the Articles of Incorporation of this Corporation be amended and restated to read as follows:

ARTICLE I

The name of the Corporation shall be:

PRESBYTERIAN RETIREMENT COMMUNITIES, INC.

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

ARTICLE II

The general nature of the object of the Corporation shall be the establishment and the maintenance of continuing care retirement communities, nursing homes, convalescent homes and other facilities for the aged, afflicted or other dependent persons, primarily those affiliated with the Presbyterian Church, for which the Corporation may receive gifts, devises and bequests of real and personal property, execute trusts, buy, hold, manage, exchange and lease real and personal property, erect and maintain houses, homes and such other buildings as may be needful for the fulfillment of the object for which this Corporation is formed, consistent with the laws of the State of Florida in such cases made and provided.

ARTICLE III

There shall be no Members of the Corporation.

ARTICLE IV

The term for which this Corporation is to exist shall be perpetual.

## ARTICLE V

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 as provided in the Bylaws. In the event of a vacancy occurring on the Board of Directors, the Board shall have the power to elect a new Director to fill out the unexpired term.

The Board, in its discretion, may elect such persons to the Board of Directors who are not members of the Presbyterian Church (U.S.A.); provided that the Presbyterian membership shall maintain a majority of the Board.

The officers of the Corporation shall be a President, Vice President, Secretary, Assistant Secretary and Treasurer. They shall be elected by the Board as provided in the Bylaws and shall assume office on January 1 of each year. They 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.

## ARTICLE VI

The 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.

## ARTICLE VII

The Bylaws of the Corporation are to be made, altered 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.

## ARTICLE VIII

The purpose for which this Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

(a) To provide, on a non-profit basis, housing facilities and services specially designed to meet the physical, social and psychological needs of older adults and persons with special needs and to assist them in maintaining their health, security, happiness and usefulness.

(b) To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provision of housing and services for older persons.

(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 any one or more of the non-profit purposes of the Corporation.

(e) The Corporation shall have the power, subject to the laws of the State of Florida affecting corporations not for profit, to buy, hold, own, develop and improve property of all kinds, real, personal and mixed, provided, however, that such properties shall be solely for the general purpose of the establishment, maintenance and support of homes and services for older adults who have been admitted for residence or to the older community at large through outreach programs, and further provided that no profits or dividends shall ever come to the incorporators or their associates or successors and the Corporation shall have no capital stock.

(f) 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.

#### ARTICLE IX

In the event of dissolution, the residual assets of the Corporation will be turned over to the Westminster Retirement Communities Foundation, Inc., or to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future law, or the Federal, State or local government for exclusive public purpose, as the Board shall direct.

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 any other corresponding provision of any future United States Internal Revenue law.

#### ARTICLE X

Notwithstanding any other provision herein contained, the Corporation is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner to carry out the provisions of the National Housing Act, as amended. Upon execution, the contract (Regulatory Agreement) shall be binding upon the Corporation, its successors and assigns, so long as a mortgage executed or assumed by the Corporation is outstanding and unpaid.

ARTICLE XI  
AMENDMENTS

The Articles of Incorporation of the Corporation may be amended or added to 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 in the notice of such meeting, or notice thereof shall be waived in writing by all of the Directors.

The foregoing amendment and restatement was approved by the Board of Directors and by the Members on January 22, 2010 and the number of votes cast were sufficient for approval.

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

James F. Emerson, Executive Vice President  
January 22, 2010