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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EAST RIDGE RETIREMENT VILLAGE, INC.**

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5/22/2014

**ARTICLES OF AMENDMENT AND
RESTATED ARTICLES OF INCORPORATION**

of

EAST RIDGE RETIREMENT VILLAGE, INC.

These Articles of Amendment and Restated Articles of Incorporation of **EAST RIDGE RETIREMENT VILLAGE, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, as amended.

FIRST: The name of the Corporation is **EAST RIDGE RETIREMENT VILLAGE, INC.** The Corporation's Document Number is 702209. The Corporation's Articles of Incorporation were originally filed on December 29, 1961 and were amended and restated on March 27, 2008.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously restated and amended. Obsolete matters and matters of only historical interest have been omitted. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, Florida Statutes.

THIRD: The amendments contained in the following Amended and Restated Articles of Incorporation, and the restatement of the Articles of Incorporation, were duly authorized and approved unanimously by the Board of Directors of SantaFe Senior Living, Inc. on December 11, 2013, as provided in Article IX of the Corporation's Articles of Incorporation, as previously amended, and Section 617.1002, *Florida Statutes*. The vote, being unanimous, was sufficient for approval. There being no members of the Corporation, none of the amendments require approval of the members.

FOURTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of the date of filing with the Florida Secretary of State.

FILED
14 MAY 23 PM 4:53

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of

EAST RIDGE RETIREMENT VILLAGE, INC.

ARTICLE I
Name

The name of the Corporation is **EAST RIDGE RETIREMENT VILLAGE, INC.**

ARTICLE II
Purposes

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, Florida Statutes, for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for political office, or any other activity, except to the extent that such activity is permitted to be engaged in by corporations described in Section 501(c)(3) of the Code. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

- A. To improve health and health care.
- B. To provide the elderly in the Florida communities served by the Corporation with health and housing facilities and services designed to meet the physical, social, emotional and spiritual needs of such individuals and to acquire, own, operate and maintain facilities for this purpose; and to offer educational and other activities designed and carried on to promote the health of the elderly of the State of Florida.
- C. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida, including educational activities relating to the promotion of the general health of the citizens of the State of Florida.
- D. To promote and carry on scientific research related to the care of the sick and injured.
- E. To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power to exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III

Members

The Corporation shall not have Members.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V

Board of Directors

SECTION 1. Generally. The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

SECTION 2. Reserved Authority of SantaFe HealthCare, Inc. The Board of Directors of SantaFe HealthCare, Inc. ("SFHC") (the "SFHC Board"), by resolution, shall have the power and authority to modify, amend, rescind or repeal any action taken by the Board of Directors subject to the provisions of Article VIII.

ARTICLE VI

Officers

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VII

Disposition Transactions; Dissolution

SECTION 1. Disposition Transaction. A "Disposition Transaction" shall mean a sale or transfer of all or any substantial part of the real estate and continuing care retirement community owned by the Corporation (the "Community"), the Corporation's liquidation or dissolution, the merger, consolidation, or other business combination of the Corporation with or into another entity, or any other transaction for the disposition of the Corporation or the Community. A Disposition Transaction must be approved by the affirmative vote of a majority of the Board of

ARTICLE VIII
Amendments

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Board of Directors of SantaFe HealthCare, Inc. upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

The Articles of Incorporation and Bylaws of the Corporation may be altered, amended and/or rescinded, and new Articles of Incorporation or Bylaws adopted, only by the Board of Directors of SantaFe HealthCare, Inc., without any action on the part of the Corporation's Board of Directors; provided, that so long as SantaFe HealthCare, Inc. or an Affiliate thereof has the right to amend the Articles of Incorporation and Bylaws of the Corporation, former Articles VIII and IX (now Articles VII and VIII) of the Articles of Incorporation and former former Articles X, XI and XII (now XI, XIII and Section 14.3) of the Bylaws may not be amended.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of May, 2014.



Michael P. Gallagher
Chief Executive Officer