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October 27, 1998

OF COUNSEL

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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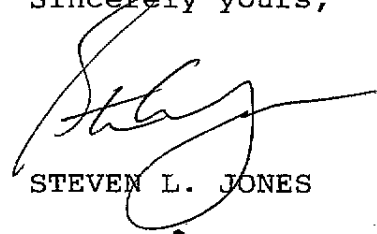
Re: Lutheran Services for the Elderly, Inc.

Dear Sirs:

Please accept for filing the enclosed Amended Articles of Incorporation for the above entity which is already an active Florida corporation not for profit. Also enclosed is my check to cover the applicable filing fee, certificate of status and certified copy of the document, which should be forwarded to this office.

Thank you for your attention to this matter.

Sincerely yours,


STEVEN L. JONES

SLJ:rhb
Enclosure.
Via Federal Express.

Amended
FILED
98 OCT 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 28 1998
TLL

Amended Articles of Incorporation
of
LUTHERAN SERVICES FOR THE ELDERLY, INC.
(A Not For Profit Corporation)

FILED
98 OCT 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be LUTHERAN SERVICES FOR THE ELDERLY, INC., and it shall be located at 201 Curtiss Parkway, Miami Springs, Dade County, Florida 33166-5291.

ARTICLE II - PURPOSES & ACTIVITIES

(a) **EXEMPT PURPOSES**

This corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a nonstock basis exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future United States Internal Revenue law.

The business and objectives carried on and promoted by it, are as follows:

- 1) To establish and maintain facilities to provide physical and spiritual care and comfort for elderly persons.
- 2) To be a part of the total mission of human care ministries of the Lutheran church in expressing its Christian concern and love to people-- mainly the older person who has special needs.

3) To maintain the highest standards of resident and patient care and professional competence.

4) To provide services to and be involved with the community in which we are located and attempting to serve.

5) To strive to provide services to the older person to improve the quality of life so one can be an individual with a sense of value and integrity.

6) To operate exclusively for such charitable, religious, educational, and scientific purposes specified above as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue law.

(b) CLASSIFICATION

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States internal revenue law this corporation:

(1) is organized, and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Lutheran Services for the Elderly, Inc. (LSE), so long as it is described in Section 509(a)(1) or 509 (a)(2) of the Code,

(2) shall be operated in connection with the organizations described in (b)(1) above, and

(3) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than managers and other than one or more organizations described in (b)(1) above.

(4) shall affiliate itself with the Evangelical Lutheran Church in America (ELCA) and/or the Lutheran Church-Missouri Synod (LC-MS), and further recite that the corporation is an organization supported by individual Lutheran Churches that are a part of the ELCA, the LC-MS, and other individual Lutheran churches.

(c) ACTIVITIES

In pursuance of its charitable, religious, educational and scientific purposes the corporation shall:

(1) Take all such action, initiate and carry out all such measures, and do all acts and things and everything which may be or become necessary, advisable, or desirable to provide and assure that Lutheran Services for the Elderly, Inc. shall continue at all times hereafter, as it has been at all times heretofore, dedicated and consecrated in operation, administration, chaplaincy and service to healing ministry in the name and spirit of Jesus Christ.

(2) Participate in, form, own and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not for profit, so long as this corporation's participation therein is primarily in furtherance of the charitable, religious, educational and scientific purposes for which the corporation is organized.

In carrying out its purposes the corporation shall conduct its activities in such a manner that no part of its earnings shall inure to the benefit of, or be distributed to any member, trustee, director, officer or individual, 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 enumerated in this article. In addition, all of the assets and earnings of the corporation shall be used exclusively for the charitable, religious, educational and scientific purposes hereinabove set forth, including the payment of expenses incidental thereto and all of the powers of the corporation shall be exercised exclusively for such purposes; and no substantial part of

its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by (a) corporation exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - RIGHTS

The provisions of Paragraph (b) of Article II above shall not be construed to limit, restrict, or modify any of the rights given to Dade-Monroe Conference of the Evangelical Lutheran Church in America (ELCA), Florida/Bahamas Synod and/or the Dade Circuit of the Lutheran Church-Missouri Synod (LC-MS) Florida-Georgia district in Article XII of these articles.

ARTICLE IV - MEMBERSHIP

The corporation shall have not less than seven nor more than fifteen Trustees, who shall be the members of the corporation and shall be its Board of Trustees; and may have one or more Trustee Emeritus and one or more Chairperson Emeritus who shall not be eligible to vote or serve as officers of the corporation. The qualifications, terms of office, and the manner in which a Trustee shall become a Trustee or be elected and continue in office, and the qualifications and terms of Trustee Emeritus and Chain-Chairperson -Emeritus shall be as follows:

(a) Lutheran Organization Officers. The Dean of the Dade-Monroe Conference of the Florida/Bahamas Synod, ELCA, and/or one of the two Circuit Counselors of the Miami Circuit Conference, LC-MS, or such of them as shall accept office, shall be

Trustees during their respective terms of office as Dean, and/or Circuit Counselor. If any of them shall not accept, the vacancy shall not be filled during his term of office as such Dean, and/or Circuit Counselor.

(b) Elected Trustees. The initial Board of Trustees shall consist of the following Trustees who shall continue in office as provided in these Articles:

John D. Graff (2000)

Rev. Arlene Landin, Dean,

Dade-Monroe Conference, Florida-Bahama Synod, ELCA

M.C. Schafer (2000)

and the following elected Trustees who shall continue in office until September 30 of the following years, respectively, and until their successors are elected and take office:

Term Expires 1998

Ray Otto

Term Expires 1999

Marielene McGregor

Jonathan K. Thiele

Term Expires 2000

Jorge Sanchez Del Valle

(c) Election of Trustees. Successors to elected Trustees whose term of office expire in any year shall be elected in September of that year by the Board of Trustees, whether or not the number of Trustees then in office shall be less than seven (7), and

shall take office at the first meeting of the Board of Trustees after September 30 of that year. Whenever the number of elected Trustees in office shall be less than fifteen, the Board of Trustees, at its discretion, may elect at anytime one or more additional Trustees who shall take office at the first meeting of the Board of Trustees thereafter; provided, that the number of elected Trustees in office at any time shall not exceed a maximum of fifteen.

(d) Term of Office. A successor to an elected Trustee shall hold office for the unexpired term of the elected Trustee whom he is succeeding. For the purpose of having the elected Trustees divided into three (3 year terms) classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, an additional Trustee whose election will increase the number of elected Trustees then in office may be elected for a term to expire on September 30 of the year in which he is elected, or of either of the next succeeding years, and shall hold office for the term for which he is elected and until his successor is elected and takes office.

(e) Lutheran Pastors. At least one of the Trustees in office at any time shall be an active or retired Pastor of the Evangelical Lutheran Church in America (ELCA) and/or the Lutheran Church/Missouri Synod (LC-MS).

(f) Lutheran Lay Members. At least a majority (one more than half) of the elected Trustees in office at any time shall be lay members (not Ministers of the Gospel) in good standing of a congregation of the Evangelical Lutheran Church in America and/or the Lutheran Church-Missouri Synod.

(g) Other Trustees. Other elected Trustees in office at any time may be elected by the Board of Trustees from the community at large.

(h) Vacancies. If an elected Trustee shall not accept the office or under any circumstances shall cease to be a Trustee, the vacancy thus created may be filled by the Board of Trustees at any time, whether or not the number of Trustees then in office shall be less than seven. A Trustee elected to fill such a vacancy shall hold office for the remainder of the unexpired term and until his successor is elected and takes office.

(l) Absences from Meetings. If an elected Trustee, whether now in office or hereafter elected shall be absent from three successive meetings of the Board of Trustees without submitting to the Board of Trustees satisfactory reasons for the successive absences, he shall be deemed to have resigned from and created a vacancy in his office as Trustee, unless he shall be reinstated by the Board of Trustees at its first meeting after the third successive absence.

(j) Removal. Any elected Trustee, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees, except as provided in paragraph (k) of this Article III.

(k) Concurrent Terms. If an elected Trustee also shall be the Dean of the Dade-Monroe Conference of the Florida/Bahamas Synod, ELCA, and/or one of the two (2) Circuit Counselors of the Miami Circuit Conference, LC-MS, he nevertheless shall hold office until the expiration of the term of office for which he was elected, and until his successor is elected and takes office, and the Board of Trustees shall not have power to remove him from office as a Trustee during his term of office as such Dean or Circuit Counselor, but shall have power to do so at any other time.

(l) Trustee Emeritus. Any Trustee who has served as a Trustee of the corporation for a total of 10 or more years may be elected by majority vote of the Trustees of the corporation as Trustee Emeritus. A Trustee Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

(m) Chairperson Emeritus. Any Trustee who has served as a Trustee of the corporation for a total of 10 or more years and who has served as Chairman of the Board of Trustees may be elected by majority vote of the Trustees of the Corporation as Chairperson Emeritus. A Chairperson Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - BOARD OF TRUSTEES

Section 1. Governing. The Board of Trustees shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers. The corporation shall be fully responsible for the management and fiscal affairs of the corporation, and fully responsible for any debts and liabilities it may incur, notwithstanding Church affiliation. Church affiliate status shall not cause the Evangelical Lutheran Church in America and/or the Lutheran Church-Missouri Synod (LC-MS) in its churchwide, synodical or congregational expressions to incur or be subject to the liabilities or debts of this corporation or its subsidiaries.

Section 2. Quorum. The presence of four Trustees shall be necessary at any meeting of the Board of Trustees to constitute a quorum to transact business, except that the presence of a majority of the entire Board of Trustees shall be necessary to constitute as quorum at any meeting of the Board of Trustees at which (a) an elected Trustee or an officer of the corporation is removed from office as a Trustee or an Officer, or (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Trustee shall receive or be entitled to receive from the corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Trustee or as an officer of the corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any facilities related to any thereof, or any other facility or property constructed, otherwise acquired, or owned or operated by the corporation, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board of Trustees.

Section 4. Reports. The Trustees, when so requested, shall make or cause to be made reports of the receipts, disbursements, balances and affairs of the corporation to the Evangelical Lutheran Church in America and to the Lutheran Church-Missouri Synod.

Section 5. Trustees' Liability. No Trustee shall be held liable or responsible for action taken by the Board of Trustees acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the corporation, nor for action taken by the Board of Trustees in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Trustee, either individually or as Trustee, because or as a result of any action taken by the Board of Trustees, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Trustee in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or a decree being rendered against the Trustee the corporation shall indemnify and save him harmless.

Section 6. Reimbursement of Trustees. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Trustee, either individually or as Trustee, shall result in a judgment, decree or decision in favor of the Trustee, the corporation shall be liable to and shall reimburse the Trustee for all costs and expenses of the Trustee in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 7. Indemnification of Trustees. The corporation shall indemnify any Trustee made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Trustee or an officer of the corporation, or a trustee or director or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Trustee may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 8. Additional Indemnification. The corporation shall indemnify any Trustee made a party to any action, suit or proceeding, other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Trustee for an act alleged to have been committed by such Trustee in his capacity as Trustee or as an officer of the corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Trustee acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Trustee did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE VII - OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairperson and a Vice Chairperson of the Board of Trustees, a Secretary, and a Treasurer. The corporation may have one or more Assistant Secretaries and one or more Assistant Treasurers as determined by the Board of Trustees. The names of the initial officers of the Board of Trustees who are to serve until the organizational meeting and the first election of the Officers of the Board of Trustees are as follows:

John D. Graff, Chairperson
Rev. Ray Otto, Vice Chairperson
Rev. Arlene Landin, Secretary
M.C. Schafer, Treasurer

Section 2. Election. Such officers shall be elected at the annual meeting in November of each year by the Trustees in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected and take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Trustees at any time to hold office for such terms of office as the Board of Trustees may fix or to hold office at the will of the Board of Trustees. It shall not be necessary for any such other officer to be a Trustee.

Section 5. Removal. Any officer, whether now in office or hereafter elected or appointed, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE VIII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the corporation shall be distributed to nor shall any part of the net income, if any, of the corporation inure to the benefit of its members, Trustees, officers or any other private individual.

ARTICLE IX - AFFILIATES

Section 1. Restrictions. The governing boards of entities directly or indirectly controlled by the Corporation may not, without the prior approval of the Board of Trustees:

- (a) Adopt a plan of dissolution;
- (b) Engage in or enter into any transaction providing for the sale or other disposition of all or substantially all of the entity's assets;
- (c) Adopt a plan of merger or consolidation with another corporation;
- (d) Appoint or remove the independent auditors;
- (e) Sell or mortgage any real property or acquire any real property; or
- (f) Adopt any annual operating or capital budget, or approve any changes thereto exceeding ten percent of any budget item.

Section 2. Reserved Powers. The Corporation shall have the right to perform the following corporate functions on behalf of entities directly or indirectly controlled-led by the Corporation:

- (a) Zoning and master facility matters.
- (b) Approval of construction projects in excess of \$500,000.00.
- (c) Coordination of personnel policies, employee benefits (including, but not limited to, pension plans and retirement matters), executive compensation, and health insurance plans.
- (d) Coordination of insurance and risk management matters.
- (e) Oversight of audit functions (including selection of accountants and auditors), review of audited financial statements and audit plans, and direct supervision of internal audit functions.

- (f) Review and approval of all budgets.
- (g) Coordination and oversight of financial operations and policies, including, but not limited to, investment policies, indebtedness, financial controls, and long range financial planning.
- (h) Review and approval of all strategic and long range plans.
- (i) Coordination of data processing.
- (j) Public relations and marketing.
- (k) Coordination of charity care and community service programs.

ARTICLE X - LIQUIDATION OR DISSOLUTION

Upon the dissolution, termination or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be distributed to the Evangelical Lutheran Church in America or its successors in interest or its designee so long as it or its successors in interest or designee qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and if not, to, and only to, one or more organizations, as selected by the Board of Trustees or its successors in interest, having exclusively charitable, religious, educational and/or scientific purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XI - POLITICAL ACTIVITY

The corporation shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate, intervene, publish or distribute any statements in any political campaign in behalf of or in opposition to any candidate for public office.

ARTICLE XII - BYLAWS

The Board of Trustees of the corporation shall adopt Bylaws for this corporation and may amend or rescind such Bylaws by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Trustee at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE XIII. - AMENDMENTS


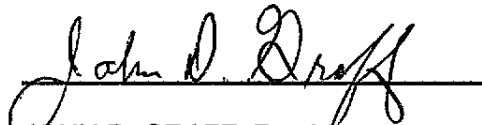
These Articles of Incorporation may be amended or added to by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees; provided, that written notice of the proposed amendment or addition shall have been given to every Trustee at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter. Notwithstanding the foregoing provisions of this Article XIII any such amendment of or addition to either of Articles I, II, or III, or the initial paragraph or any of paragraphs (a) (c) (d) (e) (f) (g) or (k) of Article IV, or Article V, or either of Sections 3 or 4 of Article VI, or any of Articles VIII, XI or XIII, of these Articles of Incorporation, shall be submitted by the Board of Trustees to the Evangelical Lutheran Church of America and/or The Lutheran Church-Missouri Synod, before becoming effective and shall not become effective if disapproved by either Church within thirty (30) days after such submission.

ARTICLE XIV - ADOPTION

The undersigned, being the President and Secretary of the Corporation, respectively, do hereby certify that the foregoing Amended Articles of Incorporation were adopted and accepted, completely in lieu of the Articles of Incorporation and its Amendments, heretofore in force, by the Board of Trustees then duly elected and serving on April 30, 1998, and by the members of the Corporation consistent with the former Articles of Incorporation then in force, on September 12, 1998.

DATED this 22nd day of October 1998.

(Corporate Seal)



JOHN D. GRAFF, President


REV. ARLENE LANDIN, Secretary

Acknowledgment

BEFORE ME, personally appeared JOHN D. GRAFF and Rev. ARLENE LANDIN, the President and Secretary of LUTHERAN SERVICES FOR THE ELDERLY, INC., who are personally known or who produced _____ as identification, to me well known or known to me to be the persons described in and who executed the foregoing Amended Articles of Incorporation, and they acknowledged to and before me that they executed said instrument in their respective capacities for the purposes therein expressed.

WITNESS my hand and official seal this October 22, 1998.



Name: Steven L. Jones

Notary Public

State of Florida

My Commission Expires:

