

# 704355

## LARSON AND JONES

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GUSTAVE W. LARSON (RETIRED)

STEVEN L. JONES

OF COUNSEL

JUDITH J. LOFFREDO

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June 28, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Lutheran Services for the Elderly, Inc.  
Corporate Document No. 704355

FILED  
01 JUL 18 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs:

Please accept for filing the enclosed Amended Articles of Incorporation. Also enclosed is my check in payment of the applicable filing fee as well as the cost for a certified copy. The certified copy needs to be returned to this office.

Thank you for your attention to this matter.

Sincerely yours,

STEVEN L. JONES

SLJ:rhb  
Enclosure.

*Amended*

T BROWN JUL 20 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 6, 2001

STEVEN L. JONES  
LARSON AND JONES  
9999 NORTHEAST 2ND AVENUE, SUITE 216  
MIAMI SHORES, FL 33138

SUBJECT: LUTHERAN SERVICES FOR THE ELDERLY, INC.  
Ref. Number: 704355

We have received your document for LUTHERAN SERVICES FOR THE ELDERLY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please list the street address of each officer/director.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 801A00040090

**LARSON AND JONES**

**ATTORNEYS AT LAW**

SHOREVIEW BUILDING, SUITE 216

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GUSTAVE W. LARSON (RETIRED)  
STEVEN L. JONES

July 13, 2001

OF COUNSEL  
JUDITH J. LOFFREDO  
(305) 757-8115

Florida Department of State  
Division of Corporations  
Attention: Ms Theresa Brown  
Corporate Specialist  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Lutheran Services for the Elderly, Inc.  
Reference No. 704355

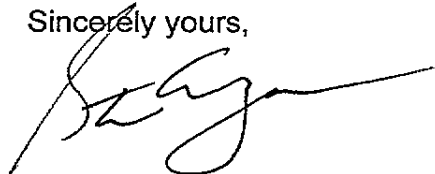
Dear Ms. Brown:

Consistent with your letter of July 6<sup>th</sup>, 2001, a copy of which accompanies this letter and the enclosures herewith, enclosed herewith please find the Amended Articles of Incorporation with the additional information requested and as changed consistent with your letter. Also enclosed is the required certificate.

Therefore, I believe that everything is now in order and that you can proceed with the filing.

Thank you for your attention to this matter.

Sincerely yours,



STEVEN L. JONES

SLJ:rhb  
Enclosure.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
LUTHERAN SERVICES FOR THE ELDERLY, INC.

FILED  
01 JUL 18 PM 3:50  
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 9999 N.E. 2<sup>nd</sup> Avenue, Suite 216, Miami Shores, Florida 33138.

ARTICLE II – PURPOSES AND ACTIVITIES

(a) EXEMPT PURPOSES

This Corporation is organized as a non-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code") or the 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 be a part of a 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.
2. To provide services to and be involved with the community in which we are located and attempting to serve.
3. To strive to provide services to older persons and to improve the quality of life so that one can be an individual with a sense of value and integrity.
4. 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.

It shall affiliate itself with the Evangelical Lutheran in America (ELCA) and/or the Lutheran Church-Missouri Synod (LC-MS) and further recites 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 furtherance 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 at all times heretofore, dedicated and consecrated in operation, administration, chaplainry and service to healing ministry in the name and spirit of Jesus Christ.

2. Participate in, form and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not-for-profit, as 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 influence 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 provisions in these Articles, this Corporation shall not carry on any activities not permitted to be carried on by (a) 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 three (3) Trustees (or directors, as the case may be) who shall be the members of the Corporation and shall be its Board of Trustees (or directors, as the case may be).

(a) The Board of Trustees shall consist of the following Trustees who shall continue in office as provided in these Articles:

WILLIAM D. COLE, 9999 NE 2nd Avenue, Suite 216, Miami Shores, FL 33138  
DELMAR GUSDAL, 9999 NE 2nd Avenue, Suite 216, Miami Shores, FL 33138  
STEVEN L. JONES, 9999 NE 2nd Avenue, Suite 216, Miami Shores, FL 33138

and who shall serve for an initial term of four (4) years effective July 1, 2001.

(b) Successors to elected Trustees whose terms of office expire in any year shall be elected in July of that year by the Board of Trustees, whether or not the number of Trustees then in office shall be less than three (3), and shall take office at the first meeting of the Board of Trustees after July 1 of that year. Whenever the number of elected Trustees in office shall be less than three, the Board of Trustees, at its discretion, may elect at any time 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 three.

(c) A successor to and elected Trustee shall hold office for the un-expired term of the elected Trustee whom he is succeeding.

(d) The Trustees may be from the community at large.

(e) 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 in office shall be less than three. A Trustee elected to fill such a vacancy shall hold office for the remainder of the un-expired term and until his successor is elected and takes office.

#### 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 Trustees shall be responsible for the management and fiscal affairs of the Corporation, and the Corporation shall be 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 church-wide, 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 two 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 a 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 for professional services rendered

beyond the customary duties and obligations as a Trustee or officer) 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 is 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 attorney's 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 its 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 attorney's 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 allegedly committed by such Trustee in his capacity of 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, attorney's 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 grounds for belief that such action was unlawful.

## ARTICLE VII – OFFICERS

### Section 1. OFFICERS.

The officers of the Corporation shall be a President, Vice President, and a Secretary/Treasurer. The names of the initial officers of the Board of Trustees who are to serve, are as follows:

STEVEN L. JONES, President.  
DELMAR GUSDAL, Vice President  
WILLIAM D. COLE, Secretary/Treasurer.

### Section 2. ELECTION.

Such officers shall be elected at the annual meeting in July 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 (except for the payment of professional services rendered beyond the scope of ordinary duties and obligations).

#### ARTICLE IX – 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),

#### ARTICLE X – 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 XI – 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 XII – 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 before 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.

### ARTICLE XIII - ADOPTION

The undersigned, being the Chairperson and Secretary of the current Board of Trustees of the Corporation, respectively, do hereby certify that the foregoing Amended Articles of Incorporation were adopted and accepted, completely in lieu of the current Articles of Incorporation and its amendments, heretofore in force, by the Board of Trustees then duly elected and serving on June 14, 2001.

(Corporate Seal)

M. C. Schaffer  
M.C. SCHAFER, Chairperson

Jorge Sanchez Del Valle  
JORGE SANCHEZ DEL VALLE  
Secretary

### ACKNOWLEDGMENT

STATE OF FLORIDA:  
COUNTY OF MIAMI - DADE

BEFORE ME, the undersigned authority in the State and County last aforesaid, personally appeared M.C. SCHAFER and JORGE SANCHEZ DEL VALLE, the Chairperson 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 before me that that they executed said instrument in their respective capacities for the purposes therein expressed.

WITNESS my hand and official seal this June 14, 2001.

Steven L. Jones  
Name: Steven L. Jones  
Notary Public  
State of Florida

My Commission Expires:



Steven L. Jones  
MY COMMISSION # CC972119 EXPIRES  
December 5, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF SERVICE

THIS HEREBY CERTIFIES the following:

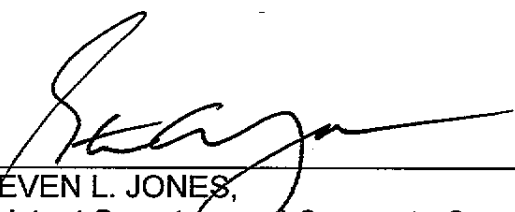
1. That the Amended and Restated Articles of Incorporation for LUTHERAN SERVICES FOR THE ELDERLY, INC. were adopted at a properly called meeting of the Board of Trustees June 14, 2001.

2. That the Amended and Restated Articles of Incorporation that were adopted and which are now being filed were done so by the Board of Trustees upon proper authority and that such action did not require member approval.

3. That this Certificate is being filed and accompanies the amended and restated Articles of Incorporation for LUTHERAN SERVICES FOR THE ELDERLY, INC. bearing date of June 14, 2001.

4. That, under penalties of perjury, the foregoing statements and certification are true and correct.

DATED this July 13, 2001.

  
\_\_\_\_\_  
STEVEN L. JONES,  
Assistant Secretary and Corporate Counsel  
For LUTHERAN SERVICES FOR THE  
ELDERLY, INC.