

707799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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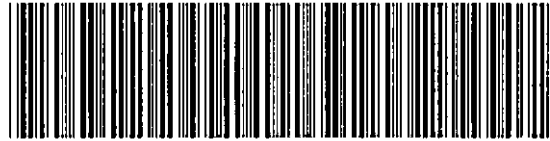
(Business Entity Name)

(Document Number)

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CLERK OF COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2020 JAN 13 AM 7:08

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FEB 11 2020
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jefferson Center, Inc.

DOCUMENT NUMBER: 707799

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

Please return all correspondence concerning this matter to the following:

Megan Faubel

(Name of Contact Person)

Westminster Communities of Florida

(Firm/ Company)

80 W. Lucerne Circle

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

mfaubel@wservices.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Megan Faubel

407

839-5050

at

(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of
Jefferson Center, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

707799

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

80 W. Lucerne Circle

Orlando, FL 32801

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

80 W. Lucerne Circle

Orlando, FL 32801

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--|-------------------|---|---|
| 1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>V</u> | <u>D. Greg Bustle</u> | <u>2207 5th Street W.</u> <u>Palmetto, FL 34221</u> |
| 2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>AV</u> | <u>Donald Doddridge</u> | <u>1040 Water Oak Court</u> <u>St. Petersburg, FL 33703</u> |
| 3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>S</u> | <u>Roger Stevens</u> | <u>11440 Willow Gardens Drive</u> <u>Windemere, FL 34786</u> |
| 4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>T</u> | <u>Henry T. Keith</u> | <u>1288 Twin Oaks Circle</u> <u>Oviedo, FL 32765</u> |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u> </u> | <u> </u> | <u> </u> <u> </u> <u> </u> |

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E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

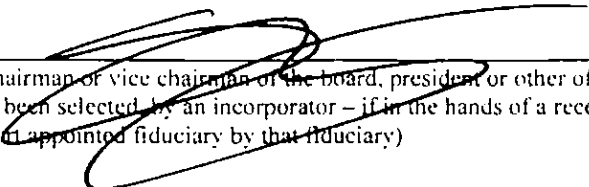
Please see attached Amended and Restated Article of Incorporation for Jefferson Center, Inc.

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☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 6, 2020

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stephen Dye
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JEFFERSON CENTER, INC.
(A Florida Corporation Not for Profit)

JEFFERSON CENTER, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, hereby certifies that at a duly called meeting on January 6, 2020, at which a quorum was present and in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, amendments to the Articles of Incorporation were adopted by the Members and Directors in sufficient number needed for approval, amending the Articles of Incorporation in their entirety, so that after amendment the Articles of Incorporation of this Corporation shall read as follows:

ARTICLES OF INCORPORATION OF
JEFFERSON CENTER, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be JEFFERSON CENTER, INC., hereinafter referred to as the Corporation. The term of existence of the Corporation shall be perpetual.

The street address of its principal office and its mailing address is 80 West Lucerne Circle, Orlando, Florida 32801. The street address of the registered agent is 80 West Lucerne Circle, Orlando, Florida 32801. Its current registered agent at that address shall be the corporate Treasurer. The name of the present incumbent of that office is Henry T. Keith.

ARTICLE II

MEMBER OF THE CORPORATION

Westminster Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation as long as it is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III MISSION

The Corporation shall be dedicated and committed to providing services for older adults and persons with special needs by creating and administering excellent residential and health care facilities.

ARTICLE IV CHARITABLE PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable, and educational 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, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private person, except that the organization 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 III hereof.

Section 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 V POWERS AND AUTHORITY

The business and the objectives to be carried on and promoted include, but are not limited to the following:

- (a) To provide continuing care retirement communities and services that meet the physical and social needs of older adults to enhance their health, security, and quality of life.
- (b) To construct, operate, maintain and improve, and to buy, hold, own, develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property.
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and, to secure the same by mortgage, pledge or other lien on the Corporation's property.
- (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 the mission and purpose of the Corporation.
- (e) To receive gifts, devises and bequests of money or of real or personal property from residents, directors, and other parties.
- (f) To execute trusts from or on behalf of residents, directors, and other parties.
- (g) On approval of the Member of the Corporation, services, personal property, funds, or real estate may be donated to other related not-for-profit corporations, which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by the Member in accordance with the Bylaws. The Directors shall be selected in such a manner as to represent a cross section of persons without regard to race, color, national origin, age or handicapping conditions. The number of Directors may be increased or decreased from time to time by the Member.

The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws. The Directors may authorize and require the payment of the reasonable expenses incurred in the performance of their duties or for other services provided to the Corporation. A Director shall disclose any conflicts of interest and shall abstain from voting on such matters.

ARTICLE VII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and 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. Except for the office of President, the officers of the Corporation may, but need not be a Director unless so specified in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board, or at a special meeting called for such purpose, subject to approval of the Member, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE IX DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the residual assets of the Corporation shall be distributed to Westminster Retirement Communities Foundation, Inc., or its successors, so long as such Foundation shall be exempt from the payment of income tax by reason of being classified as an entity described in Section 501(c)(3) of the Internal Revenue Code, or to the successors of such Foundation, so long as such successors are exempt from the payment of income tax by reason of being classified as an entity described in section 501(c)(3) of the Internal Revenue Code.

In the event the Foundation or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Presbyterian Retirement Communities, Inc., or its successor 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.

Any assets not so disposed of shall be distributed to Westminster Retirement Communities, Inc., for one or more exempt purposes within the meaning of section 501(c)(3). In the event these charitable corporations are no longer in existence, assets shall be distributed to a state or local government, for a public purpose, or 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 X AMENDMENTS

These Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that any such amendment shall be approved by the Member of the Corporation, and provided further, that notice of the proposed change or changes is given thirty (30) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Board of Directors.

JEFFERSON CENTER, INC.

By: _____

President