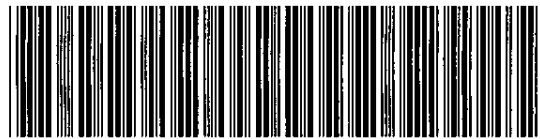


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 22 PM 2:51

Amended/Restated
cc/aus
@ 4.58.08

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Louitt Manor, Inc.

DOCUMENT NUMBER: 708486

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)

Louitt Manor, Inc.

(Firm/ Company)

80 West Lucerne Circle

(Address)

Orlando, Florida 32801

(City/ State and Zip Code)

For further information concerning this matter, please call:

James F. Emerson

(Name of Contact Person)

at (407) 839-5050

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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



**WESTMINSTER
COMMUNITIES
OF FLORIDA**

80 West Lucerne Circle, Orlando, FL 32801
407-839-5050 • Fax 407-839-0700 • www.WestminsterRetirement.com

April 21, 2008

Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center circle
Tallahassee, Florida 32301

Re: Louttit Manor, Inc.

Dear Sirs:

Enclosed please find:

- Articles of Amendment to Articles of Incorporation
- Two copies of the Amended and Restated Articles of Incorporation
- A check in the amount of \$52.50 which includes the fee for:
 - Filing fee
 - Certificate of Status
 - Certified Copy

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

Louttit Manor, Inc.
Attention: Carolyn McGarvey
80 West Lucerne Circle
Orlando, Florida 32801
Phone # 407-839-5050

If you have questions, or need additional information, please contact me.

Sincerely,

Carolyn McGarvey
Executive Assistant to the CEO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LOUTTIT MANOR, INC.

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 APR 22 PM 2:51

LOUTTIT MANOR, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under the hands of its President, Rev. James D. Taylor, hereby certifies that at a meeting of the Board of Directors on March 27, 2008 and a meeting of the Diocesan Council on April 17, 2008 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 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:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LOUTTIT MANOR, INC.

ARTICLE I

The name of the corporation shall be LOUTTIT MANOR, INC., hereinafter referred to as "the Corporation." The Corporation is organized as a not for profit Corporation under Chapter 617, Florida Statutes. The term of existence of the Corporation shall be perpetual.

Its principal office and mailing address is 80 West Lucerne Circle, Orlando, Florida 32801, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

The registered agent of the Corporation shall be Henry T. Keith whose address is 80 West Lucerne Circle, Orlando, Florida 32801.

ARTICLE II
MEMBER OF THE CORPORATION

Westminster Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation.

ARTICLE III
PURPOSE AND OBJECTIVES

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

(a) This Corporation is organized exclusively for charitable and/or educational 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 of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provisions, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE IV
POWERS

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence 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.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including compliance with the Regulatory Agreements between the Corporation and the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreements and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on any portion of the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes all of the foregoing within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of 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 V
DIRECTORS AND OFFICERS

As provided in the Bylaws, the Board of Directors shall number from 7 to 10 persons and shall serve without compensation.

The Board of Directors shall hereafter be elected by the Member, in the manner, and at the times and for the terms, as provided in the Bylaws. In case of any vacancy on the Board of Directors, the Member may, at any meeting elect a successor to fill the unexpired term.

The Officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Board of Directors in the manner therein set out, and shall serve until their successors are elected and have qualified. The Board of Directors shall elect the regular officers of the Corporation annually, for terms of one year. The secretary and treasurer may be one and the same person.

ARTICLE VI BYLAWS

The Bylaws of the Corporation may be adopted or amended by the Board of Directors at any regular meeting or any special meeting called for that purpose, subject to approval of the Member.

ARTICLE VII REGULATORY AGREEMENT

The corporation formed hereby is also a party to a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and such other instruments and undertakings as were or may be necessary to enable the corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development.

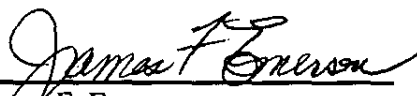
ARTICLE VIII AMENDMENTS

Except as otherwise may be provided in the Bylaws of the Corporation, these Articles of Incorporation may be amended by a majority vote of the Board of Directors, provided that any such amendment shall be approved by the Member of the Corporation. Notice of any amendment shall be given all members of the Board of Directors at least ten (10) days prior to the annual, regular, or special meeting at which such amendment is proposed to be adopted, and provided, further, that so long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development, any such amendments shall not conflict with the provisions of said Regulatory Agreement.

ARTICLE IX
DISSOLUTION

This corporation may be dissolved or liquidated by the unanimous vote of the members of the Board of Directors, with distribution of its assets as provided in Article III (d) hereof.

I, THE UNDERSIGNED, being the EXECUTIVE VICE PRESIDENT, do make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly execute these Amended and Restated Articles of Incorporation this 17th day of April, 2008.



James F. Emerson
Executive Vice President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LOUTTIT MANOR, INC.

2. The name and address of the registered agent and office are:

**HENRY T. KEITH
80 WEST LUCERNE CIRCLE
ORLANDO, FLORIDA 32801**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



HENRY T. KEITH

04-17-2008
DATE

ARTICLES OF AMENDMENT

to

**ARTICLES OF INCORPORATION
of**

LOUTTIT MANOR, INC.

(Name of corporation as currently filed with the Florida Department of State)

708486

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation.)

AMENDMENTS ADOPTED – (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please refer to the attached Amended and Restated Articles of Incorporation of Louttit Manor, Inc. that have been amended and restated in their entirety.

The date of adoption of the amendment(s) was: April 17, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature James F. Emerson
(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.)

James F. Emerson

(Typed or printed name of person signing)

Executive Vice President

(Title of person signing)

FILING FEE: \$35