



PRESBYTERIAN RETIREMENT COMMUNITIES

50 West Lucerne Circle  
Orlando, Florida 32801  
Phone 407-839-5050  
Fax 407-839-0700

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 18, 1998

Accredited Continuing  
Care Communities

Westminster Towers,  
Orlando

Winter Park Towers,  
Winter Park

Westminster Asbury,  
Bradenton

Westminster Oaks,  
Tallahassee

Managed Continuing  
Care Community

Westminster Shores,  
St. Petersburg

Rental Retirement  
Communities

Gateway Terrace,  
Ft. Lauderdale

Georgia Bell Dickinson  
Apartments, Tallahassee

Pensacola Retirement  
Village, Pensacola

Riverside Presbyterian  
Apartments, Jacksonville

Riverside Presbyterian  
House, Jacksonville

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

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-08/21/98--01024--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sirs:

Enclosed are the amended Articles of Incorporation for Georgia Belle Apartments, Inc., formerly Florida Sunshine Apartments, Inc.

Also enclosed is the completed Articles of Amendment form from the State of Florida and a check in the amount of \$87.50, which includes \$35 for the filing fee and \$52.50 for a certified copy of the Certificate of Amendment of Corporate Articles of Incorporation. Please send this certified copy to:

Presbyterian Retirement Communities  
Attention: Donna M. Smaage, Assistant Corporate Secretary  
50 West Lucerne Circle  
Orlando, Florida 32801

If you have questions, or anything additional is required, please call me at 800-789-1628, extension 226.

Sincerely,

*Donna M. Smaage*

Donna M. Smaage  
Assistant Corporate Secretary

:crm

enclosures

Donna  
DATE TAKE OFF DBA 8/27  
DOC. EXAM. DRG

AM + MC  
DRG 8/28



Georgia Belle Apartments Articles  
6-98

AMENDED ARTICLES OF INCORPORATION  
OF  
FLORIDA SUNSHINE APARTMENTS, INC.

FLORIDA SUNSHINE APARTMENTS, INC. a corporation not for profit organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Executive Vice President/CEO, JAMES F. EMERSON, and its Assistant Corporate Secretary, DONNA M. SMAAGE, hereby certify that at a duly called meeting of its Board of Directors held on the 12<sup>th</sup> day of June, 1998, a quorum being present, said Board duly adopted the following Resolution by the affirmative vote of all the said Directors and the number of votes cast was sufficient for approval:

BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended to incorporate all changes in the existing Articles presented to the Board, so as to read as follows:

ARTICLE I

The name of the corporation shall be changed from Florida Sunshine Apartments, Inc., to

GEORGIA BELLE APARTMENTS, INC.

and its principal office and mailing address shall be 50 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 resident agent of the Corporation is Henry T. Keith whose address is 50 West Lucerne Circle, Orlando, Florida 32801.

## ARTICLE II POWERS 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 III MEMBERSHIP OF THE CORPORATION

The Members of the Corporation shall be those persons who, from time to time, serve as the Board of Directors of Presbyterian Retirement Communities, Inc., a Florida not for profit corporation.

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 Directors to serve following the filing of this Amended Articles of Incorporation and the terms for which each will serve, are set below:

<u>Term Ending 12/31/98</u>	<u>Term Ending 12/31/99</u>	<u>Term Ending 12/31/2000</u>
John W. Barr	Milton S. Carothers	Craig Mills
Patricia M. Barrineau	Carol F. Davis	John Milton
Carl Ferrell		
Judy Gregory		

The Board of Directors shall hereafter be elected annually by the Members of the Corporation. In case of any vacancy on the Board of Directors, the Members of the Corporation may at any meeting, or by mail or electronic ballot, 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, provided that any such amendment shall be approved by the Members of the Corporation.

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

These Articles of Incorporation may be amended by the Board of Directors provided that any such amendment shall be approved by the Members of the Corporation, 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 vote of the members of the Corporation, with distribution of its assets as provided in Article IV (d) hereof.

CERTIFICATE

WE HEREBY CERTIFY that the Restated Articles of Incorporation were duly and regularly adopted by Members/Directors of the Corporation at a meeting duly and regularly held on the 12<sup>th</sup> day of June, 1998 at which a quorum was present. The votes cast for the Amendments were sufficient for approval.

Dated this 13 day of August, 1998.

GEORGIA BELLE APARTMENTS, INC.

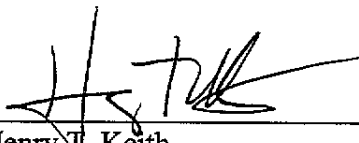
By: James F. Emerson  
Executive Vice President/CEO

Attest: Donna M. Smeege  
Assistant Corporate Secretary

Georgia Belle Apartments Articles  
6-98

ACCEPTANCE OF DESIGNATION

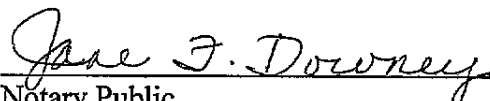
I HEREBY accept the foregoing designation as Registered Agent for this corporation for service of process within the State of Florida.

  
Henry T. Keith

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared JAMES F. EMERSON and DONNA M. SMAAGE, well known to me and they acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 13<sup>th</sup> day of August, 1998.

  
Notary Public  
State of Florida at Large

My commission expires: 9/14/98

