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Restated
Articles
@ 8/11/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Asbury Arms, Inc.

DOCUMENT NUMBER: 717725

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

Please return all correspondence concerning this matter to the following:

Robin Wagoner

(Name of Contact Person)

Asbury Arms, Inc.

(Firm/ Company)

1430 Dixon Boulevard

(Address)

Cocoa, Florida 32922

(City/ State and Zip Code)

For further information concerning this matter, please call:

Leland W. Wooten, Jr.

(Name of Contact Person)

at (321) 452-3720

(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 &
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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

**RESTATED ARTICLES OF INCORPORATION
OF
ASBURY ARMS, INC.
A NON-PROFIT CORPORATION**

FILED
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TALLAHASSEE, FLORIDA
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**ARTICLE I
NAME**

The name of this Corporation is ASBURY ARMS, INC. (hereinafter referred to as "the Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III
PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation is 1430 Dixon Boulevard, Cocoa, Florida 32922.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 1430 Dixon Boulevard, Cocoa, Florida 32922. The name of the Registered Agent at that address is Robin Wagoner.

**ARTICLE V
PURPOSE**

The purposes for which the Corporation is organized are as follows:

(a) To provide elderly persons with housing facilities and services especially 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 provision, maintenance and operation thereof on a non-profit basis.

(b) To carry out this single purpose, the Corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

(c) To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI **POWERS**

The Corporation is empowered as follows:

(a) To buy, own, sell, convey, 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 purpose set forth in Article V hereof.

(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) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed for one or more exempt purposes, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code.

(d) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
MEMBERS

Membership in the Corporation shall, at all times, be limited to individuals who are the Trustees of THE FIRST UNITED METHODIST CHURCH OF COCOA, or such other community individuals as elected by the Membership.

ARTICLE VIII
DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be either elected or appointed in a manner provided for in the By-Laws.

ARTICLE IX
INCORPORATORS

The names and street addresses of the persons who previously signed the initial Articles of Incorporation as the Incorporators were:

Frank M. Childers	33 Little John Lane, Rockledge, Florida
Bernard W. Simpkins	110 S. Twin Lakes Drive, Cocoa, Florida
Allan S. Quigley	2907 N. Indian River Drive, Cocoa, Florida
Thurston B. McLeran, Jr.	2029 Cooper Drive, Cocoa, Florida

ARTICLE X
BY-LAWS

The affairs of the Corporation shall be governed by the provisions of the By-Laws.

ARTICLE XI
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided by the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the Directors present.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Restated Articles of Incorporation on this 30 day of August, 2009.

Waide Ivey
WAIDE IVEY, PRESIDENT


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of *Florida Statutes*, §617.0501, the undersigned Non-Profit Corporation organized under the laws of the State of Florida submits the following statements in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is ASBURY ARMS, INC.
2. The name of the Registered Agent is Robin Wagoner.
3. The address of the Registered Office is 1430 Dixon Boulevard, Cocoa, Florida 32922.


ROBIN WAGONER.
Title: Administrator
Date: August 1, 2009.

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.


ROBIN WAGONER
Registered Agent
Date: August 1, 2009.

The date of each amendment(s) adoption: July 20, 2009

(date of adoption is required)

Effective date if applicable: August 1, 2009

(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(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 7-30-09

Signature Wade A Ivey

(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)

Wade Ivey

(Typed or printed name of person signing)

President

(Title of person signing)