

717725

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

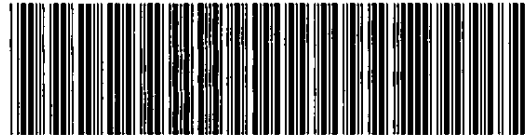
(Business Entity Name)

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DIVISION OF CORPORATIONS  
10 SEP -9 PM 12:28

*Ameind + Rest -*  
C.COULLETTE

SEP 10 2010

EXAMINER

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Asbury Arms, Inc

**DOCUMENT NUMBER:** 717725

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)

Asbury Arms, Inc.  
(Firm/ Company)

80 West Lucerne Circle  
(Address)

Orlando, Florida 32801  
(City/ State and Zip Code)

cmcgarvey@wservices.org  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James F. Emerson at ( 407 ) 839-5050  
(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 type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" 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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

*Amended & Restated*

Articles of Amendment  
to  
Articles of Incorporation  
of

Asbury Arms, Inc.

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

717725

(Document Number of Corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 SEP -9 PM 12: 28

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 West Lucerne Circle

Orlando, Florida 32801

**C. Enter new mailing address, if applicable:**  
*(Mailing address MAY BE A POST OFFICE BOX)*

80 West Lucerne Circle

Orlando, Florida 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:*

Henry T. Keith

*New Registered Office Address:*

80 West Lucerne Circle

*(Florida street address)*

Orlando

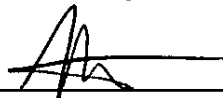
*(City)*

Florida 32801

*(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*



**Attachment to Amendment of Officers and/or Directors for Asbury Arms, Inc.**

<b>Title</b>	<b>Name</b>	<b>Address</b>	<b>Type of Action</b>
<b>Please Add</b>			
Chairman/President/	C. William Hull	80 West Lucerne Circle Orlando, Florida 32801	Add
Executive Vice President/ Assistant Secretary	James F. Emerson	80 West Lucerne Circle Orlando, Florida 32801	Add
Senior Vice President/ Treasurer	Henry T. Keith	80 West Lucerne Circle Orlando, Florida 32801	Add
Secretary	Richard V. Sturm	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Nancy S. Bauer	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	James B. Bogner	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Stephen R. Dye	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Al C. McCully	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Mildred McGlamery	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	John Milton V	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Marjorie Phillips	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	Eugenia Shannon	80 West Lucerne Circle Orlando, Florida 32801	Add
Director	James E. White	80 West Lucerne Circle Orlando, Florida 32801	Add
<b>Please Remove</b>			
President	Wade A. Ivey	275 Eagle Lane Merritt Island, FL 32953	Remove
First Vice President	William R. Winner	1002 Barton Blvd. Rockledge, FL 32955	Remove
Second Vice President	Carl C. Russell	1493 Rockledge Dr. Rockledge, FL 32955	Remove
Secretary	Sandra B. Patrick	2816 Tulane Dr. Cocoa, FL 32926	Remove
Treasurer	Barbara R. Giel	200 Marlin Dr. Merritt Island, FL 32952	Remove
Director	Lang Houston	1415 Indian River Dr. Cocoa, FL 32922	Remove
Director	Carl Larrabee	2622 Horseshoe Ct. Cocoa, FL 32926	Remove
Director	Rita Renfroe	475 Gray Rd. Cocoa, FL 32926	Remove
Director	Harold L. Wilson	P. O. Box 336 Sharpes, FL 32959	Remove
Director	Leland W. Wooten, Jr.	2167 Hegderow Dr. Merritt Island, FL 32953	Remove
Director	Rev. Gene Yotka	38 Magruder Street Rockledge, FL 32955	Remove

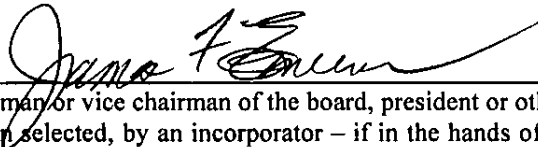
The date of each amendment(s) adoption: August 23, 2010

Effective date if applicable: September 1, 2010  
*(date of adoption is required)*  
*(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 September 8, 2010

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)

James F. Emerson

(Typed or printed name of person signing)

Executive Vice President/Assistant Secretary

(Title of person signing)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ASBURY ARMS, INC.

ASBURY ARMS, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under the hands of its President, Wade A. Ivey, hereby certifies that at a meeting of the Board of Directors on August 23, 2010, 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  
ASBURY ARMS, INC.

ARTICLE I

The name of the corporation shall be ASBURY ARMS, 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. 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 III 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 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 VIII 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 8 day of Sept., 2010.

  
\_\_\_\_\_  
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.

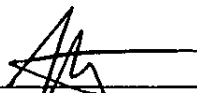
1. The name of the corporation is:

**ASBURY ARMS, 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

*September 8, 2010*  
\_\_\_\_\_  
DATE