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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials *AR*

3/29/00

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PRESBYTERIAN RETIREMENT COMMUNITIES FOUNDATION, INC.**

Pursuant to Sections 617.1002 and 617.1006, Florida Statutes, **PRESBYTERIAN RETIREMENT COMMUNITIES FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation") does hereby amend its Articles of Incorporation as follows:

1. Article II, SECTION a., of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefor:

**ARTICLE II
PURPOSE OF THE FOUNDATION**

- a. The Foundation is to effect united action in supporting needy persons in retirement communities and health care facilities owned, operated, or managed by Westminster Retirement Communities, Inc., a not for profit Florida corporation, exempt under Section 501(c)(3) of the Internal Revenue Code and devoted to the welfare of senior citizens. In the event that the retirement communities or health care facilities are separately incorporated, they shall be Section 501(c)(3) organizations in order to receive charitable support from the Foundation. Support may be evidenced by the Foundation paying or guaranteeing payment for admission fees or benevolent assistance for residents, or prospective residents, and by other means as approved by the Board of Directors.

2. Article IV of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefor:

**ARTICLE IV
MEMBERSHIP**

Every person who is a member of the Board of Directors of Westminster Retirement Communities, Inc., a Florida not for profit corporation, shall be a member of this Foundation, it being the intention of the Foundation that membership herein shall fluctuate as members of said Board retire and are replaced. Every member of the Foundation shall have one vote at the annual meeting or any special meeting.

3. Article VII of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefor:

**ARTICLE VII
OFFICERS AND ELECTIONS**

The officers of the Foundation shall be a President, an Executive Vice President, a Secretary, and a Treasurer. The Board may elect an Assistant Secretary, and Assistant Treasurer and such other officers as may be deemed appropriate by the Board as provided in the Bylaws. The President of Westminster Retirement Communities, Inc., shall be the President of the Foundation. The other officers shall normally be those persons that from time to time are also the officers of Westminster

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Retirement Communities, Inc., and shall be elected as provided in the Bylaws, annually by the Foundation's Board of Directors, at its regular meeting next following the annual meeting of the Members of the Foundation, or at a special meeting called for that purpose, and they shall continue in office until their successors are elected. Officers of the Foundation may, but need not be, members of the Board of Directors or of the Foundation, except that the President shall be a member of the Board of Directors.

4. Article IX of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefor:

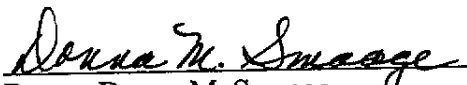
ARTICLE IX
ELECTION OF BOARD OF DIRECTORS

The Board of Directors of this Foundation shall be elected as provided in the Bylaws and shall consist of those persons comprising the Executive Committee of the Board of Directors of Westminster Retirement Communities, Inc.

5. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.
6. The date of the adoption of these amendments was July 16, 1999. by the members. The number of votes cast were sufficient for approval.
7. The amendments were adopted by a majority vote by the Board of Directors on November 19, 1999.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 28th day of March, 2000.

PRESBYTERIAN RETIREMENT COMMUNITIES FOUNDATION, INC.


By: Donna M. Smaage
Its: Assistant Corporate Secretary