

731397

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 NOV 18 AM 10:30

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1002
11/23/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Westminster Retirement Communities Foundation, Inc.

DOCUMENT NUMBER: 731397

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

Please return all correspondence concerning this matter to the following:

Roger A. Stevens

(Name of Contact Person)

Westminster Retirement Communities Foundation, 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:

Roger A. Stevens

(Name of Contact Person)

at (407) 839-5050

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2011 NOV 18 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Westminster Retirement Communities Foundation, Inc.

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

731397

(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:

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.
(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) <u>C/P</u>	<u>C. William Hull</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
2) <u>EVP</u>	<u>Roger A. Stevens</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
3) <u>S</u>	<u>Stephen R. Dye</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
4) <u>SVP/T</u>	<u>Henry T. Keith</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) <u>EVP</u>	<u>James F. Emerson</u>	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article VIII shall be changed to read hereafter:

Article VIII - Election of Board of Directors

The Board of Directors of this Foundation shall be elected as provided in the
Bylaws.

The date of each amendment(s) adoption: October 27, 2011
(date of adoption- required)

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

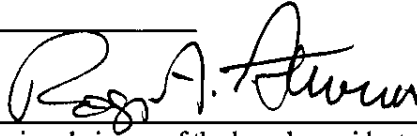
Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(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 October 27, 2011

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)

Roger A. Stevens

(Typed or printed name of person signing)

Executive Vice President

(Title of person signing)

AMENDED
ARTICLES OF INCORPORATION
of

WESTMINSTER RETIREMENT COMMUNITIES FOUNDATION, INC.

BE IT RESOLVED that the Articles of Incorporation of this Corporation be amended to read as follows:

ARTICLE I
Name of Corporation and Principal Office

The name by which this corporation shall be known is WESTMINSTER RETIREMENT COMMUNITIES FOUNDATION, INC. The principal office of the Foundation shall be at 80 West Lucerne Circle, Orlando, Florida, 32801, or at such other locations as the Foundation shall determine.

ARTICLE II
Purpose of the Foundation

The Foundation is organized and is to be operated exclusively for charitable purposes. In furtherance thereof, the Foundation is authorized to undertake the following activities:

- a. The Foundation is to effect united action in supporting needy persons at retirement communities and health care facilities owned, operated, managed by, or affiliated with, Westminster Retirement Communities, Inc., or Presbyterian Retirement Communities, Inc., Florida not for profit corporations, exempt under Section 501(c)(3) of the Internal Revenue Code and devoted to the welfare of senior citizens and persons with special needs. 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.
- b. The Foundation will encourage, solicit, receive and administer gifts and bequests of property and funds for financing and providing for the welfare of the aforesaid senior citizens and shall participate in other fund raising that may be necessary or

appropriate for the housing and care of the elderly; and, to that end, to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject to any limitations or conditions imposed by law, by donor, or by the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to expend the income or principal for any of said purposes; to act as trustee; and in general, to exercise any, all and every power, including trust powers, which a not for profit corporation organized under the laws of Florida for the foregoing purposes is authorized to exercise.

- c. Upon specific approval of the Board of Directors, and subject to prior authorization by the members of the Foundation, borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

All of the assets and income of the Foundation shall be used only for the purposes herein above set out, including its operating expenses, and no part of its assets, income or net earnings, shall be distributable or inure to the benefit of its members, directors, officers or any private individual. However, the Foundation shall be authorized to pay the reasonable compensation for services rendered by such persons in furtherance of the Foundation's purposes. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III Dissolution

In the event of dissolution, after payment or provision for payment of the Foundation's liabilities has been made, the residual assets of the Foundation will be distributed to Presbyterian Retirement Communities, Inc., a not for profit corporation exempt under Section 501(c)(3) of the Internal Revenue Code, or its successors, or one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusively public purposes.

Notwithstanding any other provision of these articles, the Foundation shall 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 IV
Membership

The sole member of the Foundation shall be Westminster Retirement Communities, Inc., a Florida not for profit corporation.

ARTICLE V
Term of Existence

The Term of this Foundation to exist is to be perpetual.

ARTICLE VI
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 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 Member 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.

ARTICLE VII
Responsibilities of Board and Officers

The affairs of the Foundation shall be managed by the Board of Directors. It shall adopt such policies as are necessary to direct the affairs of the Foundation, but shall delegate to the Executive Vice President of the Foundation the responsibility for the execution of those policies in day to day management.

ARTICLE VIII
Election of Board of Directors

The Board of Directors of this Foundation shall be elected as provided in the Bylaws.

ARTICLE IX
Bylaws

The Bylaws of this Foundation are to be adopted, amended or rescinded by the Member of the Foundation or by the Board of Directors, subject to approval by said Member, provided that such Bylaws and Amendments thereto shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE X
Amendments to the Articles

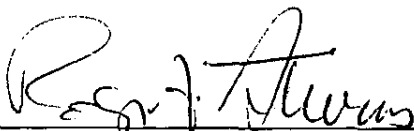
These Articles of Incorporation may be amended by the Board of Directors; provided that any such amendment shall also be approved by the members of the Foundation.

ARTICLE XI

The name and address of the current registered agent is:

Henry T. Keith
80 West Lucerne Circle
Orlando, Florida 32801

The foregoing amendment was approved by the Board of Directors and by the Members on October 27, 2011 and the number of votes cast were sufficient for approval.



Roger A. Stevens
Executive Vice President

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ARTICLES OF INCORPORATION
of

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appropriate for the housing and care of the elderly; and, to that end, to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject to any limitations or conditions imposed by law, by donor, or by the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to expend the income or principal for any of said purposes; to act as trustee; and in general, to exercise any, all and every power, including trust powers, which a not for profit corporation organized under the laws of Florida for the foregoing purposes is authorized to exercise.

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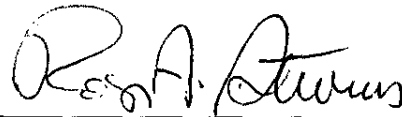
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Executive Vice President