

738450

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*Amended
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2012 AUG 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DR
8/16/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Westminster Shores, Inc.

DOCUMENT NUMBER: 738450

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 Shores, Inc.

(Firm/ Company)

80 W. Lucerne Circle

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

jdowney@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:

- | | | | |
|--|--|---|---|
| <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 AND RESTATED
ARTICLES OF INCORPORATION

of

WESTMINSTER SHORES, INC.

FILED

2012 AUG 13 PM 4:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

WESTMINSTER SHORES, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under the hands of its EXECUTIVE VICE PRESIDENT, ROGER A. STEVENS, hereby certifies that at a duly called meeting on July 26, 2012, in accordance with the requirement and provisions of the Articles of Incorporation and Bylaws of the Corporation, amendments to the Articles of Incorporation were adopted by the Member and Directors in sufficient number needed for approval, amending the Articles of Incorporation so that after amendment the Articles of Incorporation of this Corporation be amended and restated to read as follows:

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be WESTMINSTER SHORES, INC., hereinafter referred to as "the Corporation". The term of existence of the Corporation shall be perpetual.

The street address of its principal office and its mailing address shall be at 80 West Lucerne Circle, Orlando, Florida 32801. The street address of the registered agent shall be 80 West Lucerne Circle, Orlando, Florida 32801. Its current registered agent at that address shall be the corporate Treasurer. The name of the present incumbent of that office is Henry T. Keith.

ARTICLE II
MEMBER OF THE CORPORATION

Presbyterian Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation as long as it is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III
MISSION

The Corporation shall be dedicated and committed to providing services for older adults and persons with special needs by creating and administering excellent residential and health care facilities.

ARTICLE IV CHARITABLE PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 3. No substantial part of the activities of the Corporation shall be 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.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V POWERS AND AUTHORITY

The business and the objectives to be carried on and promoted include, but are not limited to the following:

(a) To provide continuing care retirement communities and services that meet the physical and social needs of older adults to enhance their health, security, and quality of life.

(b) To construct, operate, maintain and improve, and to buy, hold, own, develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property.

(c) To borrow money and issue evidences 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.

(d) To enter into any kind of activity, and to perform and carry out contracts of any kind

necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

(e) To receive gifts, devises and bequests of money or of real or personal property from residents, directors, and other parties.

(f) To execute trusts from or on behalf of residents, directors, and other parties.

(g) On approval of the Member of the Corporation, services, personal property, funds, or real estate may be donated to other related not-for-profit corporations, which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by the Member in accordance with the Bylaws. The Directors shall be selected in such a manner as to represent a cross section of persons without regard to race, color, national origin, age or handicapping conditions. The number of Directors may be increased or decreased from time to time by the Member.

The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws. The Directors may authorize and require the payment of the reasonable expenses incurred in the performance of their duties or for other services provided to the Corporation. A Director shall disclose any conflicts of interest and shall abstain from voting on such matters.

ARTICLE VII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. Except for the office of President, the officers of the Corporation may, but need not be a Director unless so specified in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board, or at a special meeting called for such purpose, subject to approval of the Member, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE IX
DISSOLUTION

Upon dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the residual assets of the Corporation shall be distributed to Westminster Retirement Communities Foundation, Inc., or its successors, so long as such Foundation shall be exempt from the payment of income tax by reason of being classified as an entity described in Section 501(c)(3) of the Internal Revenue Code, or to the successors of such Foundation, so long as such successors are exempt from the payment of income tax by reason of being classified as an entity described in section 501(c)(3) of the Internal Revenue Code.

In the event the Foundation or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Presbyterian Retirement Communities, Inc., or its successor for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any assets not so disposed of shall be distributed to Westminster Retirement Communities, Inc., for one or more exempt purposes within the meaning of section 501(c)(3). In the event these charitable corporations are no longer in existence, assets shall be distributed to a state or local government, for a public purpose, or 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 X
AMENDMENTS

These Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that any such amendment shall be approved by the Member of the Corporation, and provided further, that notice of the proposed change or changes is given thirty (30) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Board of Directors.

WESTMINSTER SHORES, INC.

By: _____



Roger A. Stevens, Executive Vice President

Articles of Amendment
to
Articles of Incorporation
of

Westminster Shores, Inc.

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

738450

(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:

N/A

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:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

N/A

(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:

N/A

N/A

(Florida street address)

New Registered Office Address:

N/A

(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, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____		_____
<input type="checkbox"/> Remove	_____		_____

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

These Articles of Incorporation have been Amended and Restated
in their entirety to clarify and update to more current language. The
purpose of the organization remains unchanged.

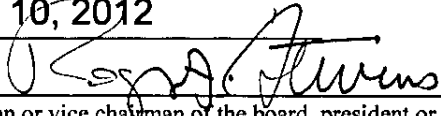
The date of each amendment(s) adoption: July 26, 2012

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 August 10, 2012

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/Assistant Secretary

(Title of person signing)