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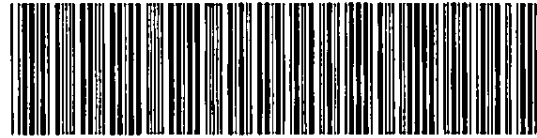
(Business Entity Name)

(Document Number)

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17 DEC 12 PM 3:51
STATE OF NEW YORK
TALLAHASSEE COUNTY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southwest Florida Retirement Center, Inc.

DOCUMENT NUMBER: 745685

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

Please return all correspondence concerning this matter to the following:

Kathleen Wilson

(Name of Contact Person)

Southwest Florida Retirement Center Inc dba Village On The Isle

(Firm/ Company)

920 Tamiami Trail South

(Address)

Venice, Florida 34285

(City/ State and Zip Code)

kwilson@villageontheisle.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathleen Wilson

941

486-5421

at

(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:

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 26, 2017

KATHLEEN WILSON
920 TAMiami TRAIL SOUTH
VENICE, FL 34285

SUBJECT: SOUTHWEST FLORIDA RETIREMENT CENTER, INC.
Ref. Number: 745685

We have received your document for SOUTHWEST FLORIDA RETIREMENT CENTER, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 117A00019439

F-850-245-6897

FILED

17 DEC 12 PM 3:51

**SECOND AMENDED
ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA RETIREMENT CENTER, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Not For Profit Corporation Act, the undersigned Chairman and Secretary of the referenced corporation (the "Corporation") do hereby acknowledge and state that: (i) these Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Trustees of the Corporation, at a meeting held on February 7, 2017; (ii) these Second Amended and Restated Articles of Incorporation were approved by the Synod Council of the Florida-Bahamas Synod of Evangelical Lutheran Church in America; (iii) the Corporation filed its Articles of Incorporation with the Florida Secretary of State on January 24, 1979 (the "Articles of Incorporation"), and filed amended Articles of Incorporation on January 31, 1994 (the "Amended and Restated Articles of Incorporation"); and (iv) the Corporation does not have any members entitled to vote on the proposed amendments.

ARTICLE I - NAME

The name of the Corporation is Southwest Florida Retirement Center, Inc., located at 920 South Tamiami Trail, Venice, Florida 34285.

ARTICLE II - PURPOSE

The general nature of the objectives and purposes of this Corporation shall be:

The Corporation is organized and shall be operated exclusively for charitable and religious reasons as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering tax exempt organizations under the Internal Revenue Code, including but not limited to:

The right to purchase, lease, hold, sell, develop, erect, build, mortgage, deed, and trust, convey or otherwise acquire and dispose of real and personal property and to maintain and operate the same for the use and enjoyment of the elderly, subject to such rules, regulations and restrictions as set forth in the By-Laws of this Corporation and as are determined by the action of the Board of Trustees at its regular meetings, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects heretofore set out or mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to, the county, state, federal, and municipal bodies and authorities, and, in general, to do and perform such things and acts and transact such business in connection with the foregoing objects not inconsistent with the general laws of the land.

The specific activities of this Corporation shall be:

(a) To promote the common good and general welfare of the City of Venice, Florida, and surrounding counties by providing a continuing care retirement community as recognized in Chapter 651, Florida Statutes.

(b) To borrow the necessary funds to pay the cost of acquiring and constructing adult congregate care facilities of the Corporation as hereinafter described, the indebtedness for which borrowed money may be evidenced by securities of the Corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge or other lien on or security interest in all or any portion of the Corporation's revenues, receipts and property, tangible and intangible, personal and real, and the rights thereto and the proceeds thereof, whenever acquired.

(c) To receive by bequest, gift, devise, or in any other manner, money, assistance, and any other form of contribution whether real, personal or mixed property, from any and every source, public as well as private, and particularly from any person, or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this Corporation subject to the Gift Policies of the Corporation.

(d) So long as consistent with the above-listed purposes, to carry out any and all powers conferred upon non-for-profit corporations by the Florida Statutes.

Notwithstanding any other provision of these articles, these purposes of the Corporation are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law or Code.

ARTICLE III - MEMBERSHIP, AFFILIATION AND TRUSTEES

This Corporation shall have no members. The management of the affairs of the Corporation shall at all times be vested in the Board of Trustees of the Corporation, which shall consist of thirteen (13) persons and the Bishop of the Florida-Bahamas Synod, or the Bishop's representative, who shall serve as an ex-officio voting member. The manner in which the trustees are elected shall be stated in the Corporation's Bylaws.

The Board of Trustees shall have the responsibility, among other things, for the selection of officers of the Corporation, the authorization and approval of the budget of the Corporation and the plans of marketing, operations and capital expenditures.

A Finance Committee will be appointed in accordance with the provisions of the Bylaws of the Corporation. All operating and capital budgets of the Corporation are subject to approval of the members of the Finance Committee. The Board of Trustees must approve a budget by majority vote.

ARTICLE IV - TERMS

This Corporation shall have perpetual existence.

ARTICLE V - OFFICERS

Subject to the oversight of the Board of Trustees, the affairs of the Corporations shall be managed by the following officers who are to be elected by the Board of Trustees:

Chairman
Vice-Chairman
Secretary
Treasurer

The chairman, vice-chairman, treasurer, and secretary shall be members of the Board of Trustees. Each officer will be elected for a term of one year at the annual meeting of the Board of Trustees.

ARTICLE VI - BYLAWS

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Trustees, subject to the approval of the Synod Council of the Florida-Bahamas Synod of Evangelical Lutheran Church in America.

ARTICLE VII - AMENDMENTS

Amendments to these Articles of Incorporation may be made by the Board of Trustees at any regular meeting by a two-thirds vote of the members present, providing at least thirty (30) days' notice shall have been given to all members setting forth the approved amendment, and provided further that the proposed amendment shall have been approved in advance of, or ratified subsequently to, adoption by the Synod Council of the Florida-Bahamas Synod of Evangelical Lutheran Church in America.

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profit from the undertaking of this Corporation and in the event of dissolution, the residual assets of this Corporation shall be distributed as described in the following paragraph and none of the assets will be distributed to any member, officer, or trustees of this Corporation.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation to The Florida-Bahamas Synod of Evangelical Lutheran Church in America, or to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose, as the Board of Trustees shall determine.

ARTICLE IX - NON-PROFIT STATUS

No part of the assets or net earnings of this Corporation shall inure to the benefit of, or be distributable to any individual or member, including its directors, officers, or other private persons, except that the Corporation 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 II hereof. The Board of Trustees shall ascertain that the requirements for obtaining federal, state and local tax exemption status are met both in terms of constituting documents and the management operation of the Corporation.

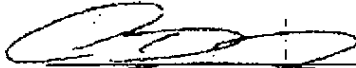
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law or Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law or Code.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.


IN TESTIMONY WHEREOF, we, the undersigned have executed these Second Amended and Restated Articles of Incorporation this 11 day of May, 2017.

ATTEST:



Printed Name: Chris Menzies

Title: Chairman

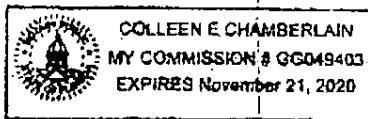


Printed Name: Heather McCullough

Title: Secretary

STATE OF FLORIDA)
COUNTY OF Sarasota) SS.

The foregoing instrument was acknowledged before me this 11 day of May, 2017, by Chris Menzies as Board Chairman of SOUTHWEST FLORIDA RETIREMENT CENTER, INC., a not for profit corporation, on behalf of the Corporation. He/she is personally known to me or has produced _____ as identification.

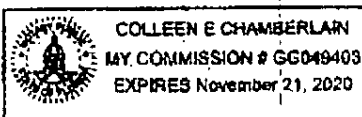


Colleen E. Chamberlain
Notary Signature

(NOTARY SEAL)

Colleen E. Chamberlain
(Notary Name Printed)
NOTARY PUBLIC
Commission No. GG049403

The foregoing instrument was acknowledged before me this 11 day of May, 2017, by Heather McFulloch as Board Secretary of SOUTHWEST FLORIDA RETIREMENT CENTER, INC., a not for profit corporation, on behalf of the Corporation. He/she is personally known to me or has produced _____ as identification.



Colleen E. Chamberlain
Notary Signature

(NOTARY SEAL)

Colleen E. Chamberlain
(Notary Name Printed)
NOTARY PUBLIC
Commission No. GG049403