

748017

Beggs E. Lane

(Requestor's Name)

Commendancia  
501 Commendancia St.

(Address)

(Address)

Pensacola, FL 32501

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Azalea Trace, Inc.

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900010073939

Amend

01/31/03--01031--015 \*\*35.00

RECEIVED  
03 JAN 31 AM 10:47  
STATE  
REGISTRARS  
TALLAHASSEE, FLORIDA

FILED  
03 JAN 31 AM 10:52  
TALLAHASSEE, FLORIDA

30/13/03

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

FILED  
03 JAN 31 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Azalea Trace, Inc., a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1986, organized and existing under the laws of the State of Florida,  
DOES HEREBY CERTIFY:

FIRST: That a meeting of the Board of Directors of Azalea Trace, Inc. duly and regularly called and held on the 9<sup>th</sup> day of January, 2003, a quorum being present, the following resolutions were unanimously adopted:

- (1) RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article thereof numbered "II (g)" so that, as amended, said Article II (g) shall be and read as follows:

ARTICLE II. PURPOSES

- (g) The corporation shall promote and support, by donation, loan investment or disposition of funds for the use and benefit and in furtherance of the interests and purposes of (i) ACTS Retirement-Life Communities, Inc., a Pennsylvania non-profit corporation, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any affiliate thereof (each, the "Affiliate" and collectively, the "Affiliates"), during such period as ACTS Retirement-Life Communities, Inc. or ACTS Acquisition Company, LLC, shall be

exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) the associated facilities own, leased, managed, operated or controlled by ACTS Retirement-Life Communities, Inc., the corporation, or ACTS Acquisition Company, LLC; (iii) the institutions separately incorporated which have ACTS Retirement-Life Communities, Inc., the Affiliates, or the corporation as their sole member or shareholder, provided that any such organization supported by the corporation shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (iv) any other not-for-profit and federally tax-exempt organization which is affiliated with the corporation, the purposes of which are not inconsistent with those of the corporation.

- (2) RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article thereof numbered "III" so that, as amended, said Article III shall be and read as follows:

#### ARTICLE III. SOLE MEMBER

The corporation shall have a sole member, namely ACTS Acquisition Company, LLC, a Florida limited liability company. The sole member shall have such rights and powers and such duties and responsibilities as are provided in the bylaws of the corporation.

- (3) RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article thereof numbered "X" so that, as amended, said Article X shall be and read as follows:

#### ARTICLE X. DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation to ACTS Retirement-Life Communities, Inc., or ACTS Acquisition Company, LLC, if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, otherwise in such manner as the Board of Directors shall determine. 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.

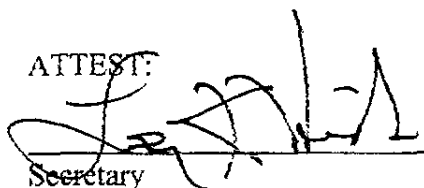
SECOND: That at least two days prior to the meeting of the 9<sup>th</sup> day of January, 2003, notice of such meeting, the time and place thereof, and a copy of the amendment to be adopted was given to each director personally.

THIRD: That as required by Article IX of the Articles of Incorporation of Azalea Trace, Inc., the foregoing Amendment to said Articles of Incorporation was duly approved by Baptist Health Care Corporation, the sole member of Azalea Trace, Inc., on the 29<sup>th</sup> day of January, 2003.

IN WITNESS WHEREOF, Azalea Trace, Inc., has caused this Certificate of Amendment to be signed by Marjorie T. Moore, its Chairman, and attested by Larry K. Hicks, its Secretary, this 29<sup>th</sup> day of January, 2003.

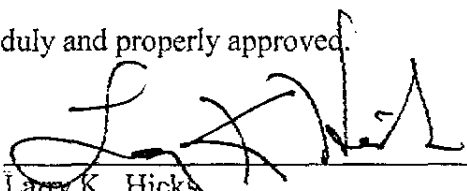
AZALEA TRACE, INC.

ATTEST:

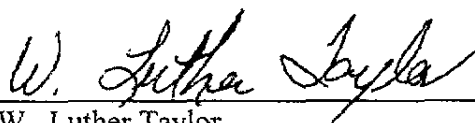
  
Secretary

By:   
Its Chairman

I, Larry K. Hicks, Secretary of Azalea Trace, Inc., do hereby certify that at a meeting of the Board of Directors of Azalea Trace, Inc., the hereinabove amendments to the Articles of Incorporation of Baptist Hospital, Inc. were duly and properly approved.

  
Larry K. Hicks

I, W. Luther Taylor, Secretary of Baptist Health Care Corporation, do hereby certify that the foregoing amendment to the Articles of Incorporation of Azalea Trace, Inc. was duly approved by Baptist Health Care Corporation, the sole member of Azalea Trace, Inc., on the 29<sup>th</sup> day of January, 2003.

  
W. Luther Taylor