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From:

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EFFECTIVE DATE

8/1/12

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**MERGER OR SHARE EXCHANGE
ACTS RETIREMENT-LIFE COMMUNITIES, INC.**

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ARTICLES OF MERGER
(Not for Profit Corporations)**EFFECTIVE DATE**
8/1/2012

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ACTS Retirement-Life Communities, Inc.</u>	<u>Pennsylvania</u>	<u>260443 (FL # 840313)</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Lanier Village Estates, Inc.</u>	<u>Georgia</u>	<u>K841307</u>
<u>Azalea Trace, Inc.</u>	<u>Florida</u>	<u>748017</u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 8 / 1 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

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Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on March 30, 2012. The number of directors in office was 15. The vote for the plan was as follows: 15 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on March 30, 2012. The number of directors in office was 15. The vote for the plan was as follows: 15 FOR 0 AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

ACTS Retirement-Life Communities, Inc.

[Signature]

Maria M. Mazon, President

Lanier Village Estates, Inc.

[Signature]

Maria Mazon, President

Azalea Trace, Inc.

[Signature]

Maria Mazon, President

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made as of the 30th day of March, 2012, by and between ACTS RETIREMENT-LIFE COMMUNITIES, INC., a Pennsylvania nonprofit corporation (hereinafter "ACTS"), LANIER VILLAGE ESTATES, INC., a Georgia nonprofit corporation (hereinafter "Lanier") and AZALEA TRACE, INC., a Florida nonprofit corporation (hereinafter "Azalea").

Background

A. ACTS filed its Articles of Incorporation (as amended) in the office of the Secretary of the Commonwealth of Pennsylvania on January 20, 1971.

B. Lanier filed its Articles of Incorporation (as amended) in the office of the Secretary of State of Georgia on November 9, 1998.

C. Azalea filed its Articles of Incorporation (as amended) in the office of the Secretary of State of Florida on July 10, 1979.

D. Lanier and Azalea desire to merge with and into ACTS, with ACTS being the survivor of the merger (such transaction referred to hereinafter as the "Merger") in accordance with the applicable provisions of the Pennsylvania Nonprofit Corporation Law (the "NPCL") and the applicable laws of the jurisdiction of organization of Lanier and Azalea, respectively.

E. The respective boards of directors of ACTS, Lanier and Azalea have determined that it is advisable, and in the best interests of Lanier and Azalea to merge with and into ACTS.

F. On March 30, 2012, 2012, the respective boards of directors of ACTS, Lanier and Azalea adopted this Agreement and approved the Merger, pursuant to the terms of this Agreement.

NOW, THEREFORE, ACTS, Lanier and Azalea, in consideration of the agreements and the mutual covenants contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

1. Merger. ACTS hereby merges Lanier and Azalea into itself and Lanier and Azalea shall be and hereby are merged into ACTS, which shall be the surviving corporation of the Merger in accordance with the NPCL, and which shall continue its existence under the laws of the Commonwealth of Pennsylvania. The address of the principal place of business of the surviving corporation is 375 Morris Road, West Point, Pennsylvania 19486.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of ACTS, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Merger.

3. By-Laws of Surviving Corporation. The Bylaws of ACTS, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Bylaws of the corporation surviving the Merger until altered, amended or repealed as provided therein and in the manner prescribed by the applicable provisions of the NPCL.

4. Directors and Officers. The directors and officers of ACTS shall be the directors and officers of the corporation surviving the Merger.

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5. Shares of Constituent Corporations. Each of ACTS, Lanier and Azalea are organized on a non-stock basis.

6. Effect of the Merger.

(a) The separate existence of Lanier and Azalea shall cease and ACTS shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates, assets and interests of every kind of Lanier and Azalea, respectively, as effectually as the property of ACTS as they were of Lanier and Azalea, respectively; and ACTS shall be subject to all debts and liabilities of Lanier and Azalea, respectively, in the same manner as if ACTS had itself incurred such debts and liabilities; and ACTS shall be subject to all of the restrictions, disabilities and duties of Lanier and Azalea, respectively, which shall not revert or be in any way impaired by reason of the Merger; and rights of creditors and liens upon any property of Lanier and Azalea, respectively, shall be preserved unimpaired.

(b) The assets and liabilities of Lanier and Azalea, respectively, shall be taken up on the books of ACTS in the respective amounts at which they shall at that time be carried on the books of each of Lanier and Azalea, respectively.

7. Authority. The directors and the proper officers of ACTS are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger herein provided for.

8. Governing Law. This Agreement shall be construed and interpreted in accordance with the laws of the Commonwealth of Pennsylvania.

9. Binding Agreement. This Agreement shall inure to the benefit of, and shall be binding upon, the parties hereto and their respective successors and assigns.

10. Termination. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated or abandoned by the directors of any constituent corporation notwithstanding approval of this Agreement by the constituent corporations, at any time prior to the time that the Articles of Merger filed with the Secretary of State of the Commonwealth of Pennsylvania becomes effective in accordance with the NPCL.

11. Effective Date of Merger. The Merger shall be effective as of the date of filing of the Articles of Merger.


[SIGNATURES FOLLOW ON NEXT PAGE]

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IN WITNESS WHEREOF, each of the parties has duly executed this Agreement as of the day and year first written above.


ACTS RETIREMENT-LIFECOMMUNITIES, INC.

By: 
Name: MARVIN MASLACH
Title: PRESIDENT

LANIER VILLAGE ESTATES, INC.

By: 
Name: MARVIN MASLACH
Title: PRESIDENT

AZALEA TRACE, INC.

By: 
Name: MARVIN MASLACH
Title: PRESIDENT