

**WESTMINSTER
SERVICES**

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NO00000004716 FILED

02 OCT -3 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 2002

Secretary of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Suncoast Manor Foundation, Inc. Articles of Amendment to Articles of Incorporation

Enclosed is a check in the amount of \$52.50 in connection with the Articles of Amendment to the Articles of Incorporation of Suncoast Manor Foundation, Inc. for the following:

Filing fee	\$35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
	\$52.50

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*****52.50 *****52.50

I am enclosing the original and one copy of the Articles of Amendment to Articles of Incorporation. After certification, please return the copy to:

Jim Emerson
Westminster Services
80 West Lucerne Circle
Orlando, FL 32801

Sincerely,



James F. Emerson
Executive Vice President

np
enclosures

PS 10/7/02
Amendmt Rest.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST MANOR FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

FILED
02 OCT -3 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNCOAST MANOR FOUNDATION, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under its corporate seal and the hands of its PRESIDENT, C. William Hull, hereby certifies that at a duly called meeting on September 9, 2002, in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, the following Amended and Restated Articles of Incorporation as adopted on June 28, 2002 were ratified by the Members and Directors in sufficient number needed for approval:

**ARTICLE I
Name**

The name of the corporation shall be SUNCOAST MANOR FOUNDATION, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 80 West Lucerne Circle, Orlando, FL 32801.

**ARTICLE II
Address of Registered Office**

The street address of the registered office of this Corporation is 80 West Lucerne Circle, Orlando, FL 32801 and the name of the Registered Agent of this Corporation at that address is Henry Keith.

**ARTICLE III
Purpose**

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

- (a) to perform the functions of, or to carry out the purposes of one or more specified organizations described in Section 509(a)(1) or (2) of the Code;
- (b) to support, assist in performing the functions of, and enable the Suncoast Manor Retirement Community, Inc., d/b/a/ Suncoast Manor to perform the purposes set forth in its Articles of Incorporation;

- (c) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation and to secure the same by mortgage, pledge or other lien.
- (d) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation; and in connection therewith 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 any one or more of the non-profit purposes of the Corporation;
- (e) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code. No part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;
- (f) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificated of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;
- (g) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;
- (h) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to the Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) of the Code.

ARTICLE IV Membership

The Corporation shall have one class of members only, which shall consist of one member designated as the "Corporate Member." The Corporate Member shall be the corporation organized

and presently existing pursuant to the laws of the State of Florida under the name Suncoast Manor Retirement Community, Inc., d/b/a Suncoast Manor and any successor to such corporation resulting by sale of assets, merger, consolidation or change of name. If, at any time, Suncoast Manor Retirement Community, Inc., d/b/a Suncoast Manor shall cease to exist under circumstances where there is no successor corporation, thereby creating a vacancy in the position of Corporate Member, the Board may elect a new Corporate Member; provided, however, that such entity qualifies as a publicly supported charity, as defined in Section 509(a)(1) or (2) of the Code.

ARTICLE V Official Board/officers

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected by the Corporate Member, in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by the Board of Directors, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. The Bylaws may allow for the election of other officers. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VI Amendments

The Articles of Incorporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors by a majority vote of the board membership present, provided that any amendment shall be approved in writing by the Corporate Member.

ARTICLE VII Bylaws

Subject to any limitations set forth in the Florida Corporations Not For Profit laws, the Corporation's bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII Term

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE IX
Distribution of Assets

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to Suncoast Manor Retirement Community, Inc. or its successors, provided the recipient is exempt as an organization described in Section 501(c)(3) of the Code, or, if not, such assets will be distributed to one or more organizations selected by the Board of Directors which themselves are exempt as organizations described in Section 502(c)(3), 509(a)(1) and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation 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) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 30th day of June, 2000.

SUNCOAST MANOR FOUNDATION, INC.

By: 
C. William Hull, President

ACCEPTANCE OF DESIGNATION

I HEREBY accept the foregoing designation as Registered Agent for this Corporation for service of process within the State of Florida.


Henry T. Keith

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Suncoast Manor Foundation, Inc.

(present name)

N00000004711

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

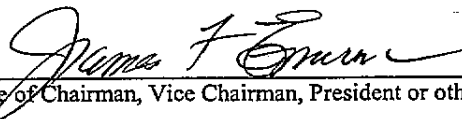
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Please refer to attached Amended and Restated Articles of Incorporation of Suncoast Manor Foundation, Inc.

SECOND: The date of adoption of the amendment(s) was: September 9, 2002

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

James F. Emerson

Typed or printed name

Executive Vice President

Title

October 1, 2002

Date