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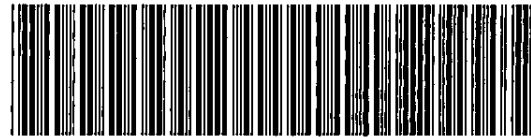
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2011 NOV 28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

11-28-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Shores Retirement Community, Inc.

DOCUMENT NUMBER: N01000004963

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)

Palm Shores Retirement Community, Inc.
(Firm/ Company)

80 West Lucerne Circle
(Address)

Orlando, Florida 32801
(City/ State and Zip Code)

cmcgarvey@wservices.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger A. Stevens at (407) 839-5050
(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:

- | | | | |
|--|--|---|---|
| <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

Articles of Amendment
to
Articles of Incorporation
of

Palm Shores Retirement Community, Inc.

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

N01000004963

(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:

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:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(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:

(Florida street address)

New Registered Office Address:

(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

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TALLAHASSEE, FLORIDA

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) <u>C/P</u>	<u>James B. Bogner</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
2) <u>EVP</u>	<u>Roger A. Stevens</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
3) <u>S</u>	<u>Stephen R. Dye</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
4) <u>SVP/T</u>	<u>Henry T. Keith</u>	<u>80 West Lucerne Circle</u> <u>Orlando, Florida 32801</u>
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) <u>EVP</u>	<u>James F. Emerson</u>	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

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

Article IV, paragraph one, shall be changed to read hereafter:

Article IV - The Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors as established by the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors in accordance with the Bylaws. Nothing in these Articles of Incorporation or the Bylaws shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

The date of each amendment(s) adoption: October 27, 2011

Effective date if applicable:

(no more than 90 days after amendment file date)

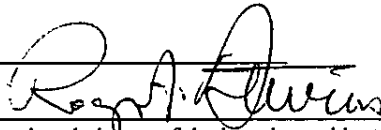
Adoption of Amendment(s)

(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 October 27, 2011

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

(Title of person signing)

AMENDED
ARTICLES OF INCORPORATION
OF
PALM SHORES RETIREMENT COMMUNITY, INC.

BE IT RESOLVED that the Articles of Incorporation of this Corporation be amended to read as follows:

ARTICLE I
NAME, ADDRESS & REGISTERED AGENT

The name of the Corporation shall be PALM SHORES RETIREMENT COMMUNITY, INC. (hereinafter referred to as the "Corporation"). The Corporation shall have perpetual existence unless dissolved sooner according to law.

The principal office and mailing address of the Corporation shall be located at 80 West Lucerne Circle, Orlando, Florida 32801 or at such other address within the State of Florida as may be hereafter established by the Board of Directors.

The street address of the current registered office of the Corporation shall be 80 West Lucerne Circle, Orlando, Florida 32801, and the name of the current registered agent of the Corporation at the registered office is Henry T. Keith.

ARTICLE II
PURPOSES OF THE CORPORATION

The Corporation is organized and shall be operated exclusively for charitable purposes. In furtherance of its charitable purposes, the Corporation is authorized to undertake the following activities:

(a) The Corporation shall provide funds for the purpose of developing retirement communities and health care facilities devoted to the welfare of older adults and persons with special needs, such communities being under the auspices of Westminster Retirement Communities, Inc. ("WRC"), a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or Presbyterian Retirement Communities, Inc. ("PRC"), a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Code, or affiliate corporations of such entities.

(b) The Corporation shall provide monies for the funding of (i) the purchase of real and personal property, (ii) development costs, (iii) expansion costs, and (iv) construction and repair costs, and by other means as approved by the Board of Directors of the Corporation. Any distributions by the Corporation in furtherance of its purpose hereof shall be made only to those organizations that are described in Section 501(c)(3) of the Code.

(c) The Corporation shall encourage, solicit, receive and administer gifts and bequests of property and funds for financing such projects for the welfare of older adults and other persons with special needs and shall participate in other fund raising activities that may be necessary or appropriate; and, to that end, to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject to any limitations or conditions imposed by law, by donor, or by the instrument under which received.

(d) The Corporation shall have the ability to establish and maintain retirement communities, nursing homes, assisted living facilities, and other facilities or services for the aged, afflicted or other dependent persons. The Corporation shall have the power to purchase, sell, lease, mortgage, convey and dispose of any such property. It shall have the power to invest and reinvest any proceeds and other funds, and to expend the income or principal for any of said purposes; to act as trustee; and in general, to exercise any, all and every power, including trust powers, which a not for profit corporation organized under the laws of the State of Florida for the foregoing purposes is authorized to exercise.

(e) Following specific approval of the Board of Directors, and subject to prior authorization by the Member of the Corporation, the Corporation may borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval; provided, however, no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

ARTICLE III MEMBER OF THE CORPORATION

The sole Member of the Corporation is Presbyterian Retirement Communities, Inc. The Member of the Corporation shall have the rights set forth in the Bylaws of the Corporation.

ARTICLE IV THE BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors as established by the Bylaws. The number of directors may be increased or decreased from time to time by the Board of Directors in accordance with the Bylaws. Nothing in these Articles of Incorporation or the Bylaws shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

The administrative powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property, affairs and funds of the Corporation, including the power to acquire, mortgage, lease and convey the property of the Corporation; shall have the power to elect officers; and may exercise all such powers of the Corporation as are not by law, or by these Articles of Incorporation, or by the Bylaws, directed or required to be exercised by the members. The Board of Directors of the Corporation shall adopt such policies necessary to direct the affairs of the Corporation, but shall delegate the responsibility for the execution of those policies in day-to-day operation to management.

The Board of Directors shall be elected in the manner, and at the times and for the terms, as provided in the Bylaws. The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws.

ARTICLE V BYLAWS

Except as otherwise may be provided in the Bylaws of the Corporation, the Bylaws of the Corporation are to be amended or rescinded by a majority vote of the Board of Directors and by the approval of the Member. The Bylaws shall be adopted by the Board of Directors. The Bylaws shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time and from time to time by a majority vote of the Board of Directors and by the approval of the Member.

ARTICLE VII DISSOLUTION

This Corporation may be dissolved only by the unanimous vote of the members of the Board of Directors. Upon the 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. ("WRCF"), so long as WRCF is an entity described in Section 501(c)(3) of the Code, or to the successor of Westminster Retirement Communities Foundation, so long as such successor is an entity described in Section 501(c)(3) of the Code. In the event WRCF or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Westminster Retirement Communities, Inc. (WRC),

so long as WRC is an entity described in Section 501 (c)(3) of the Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

ARTICLE VIII MISCELLANEOUS

(a) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

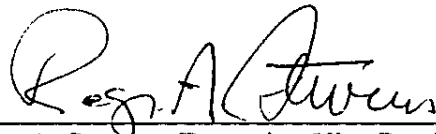
(b) Assets and income of the Corporation shall be used only for the purposes herein above set out, including its operating expenses. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director of the Corporation, trustee of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations promulgated thereunder, as they now exist or they may hereafter be amended or replaced.

(d) Any reference in these Articles of Incorporation to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

PALM SHORES RETIREMENT COMMUNITY, INC.

By: _____



Roger A. Stevens, Executive Vice President