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STATE CORPORATIONS  
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 956308 7215698

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : March 6, 2003

ORDER TIME : 1:39 PM

ORDER NO. : 956308-005

CUSTOMER NO: 7215698

CUSTOMER: Ms. Suzann Cunningham  
National Church Residences

2335 North Bank Drive

Columbus, OH 43220  
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DOMESTIC FILING

NAME: GROVE CITY SENIOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
GROVE CITY SENIOR, INC.**

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of Chapter 617, Florida Statutes and further certify that:

**ARTICLE I**

- A. The name of the corporation shall be Grove City Senior, Inc.
- B. The existence of the corporation will be perpetual.

**ARTICLE II**

The place in Ohio where the principal office of the corporation is to be located at 2335 North Bank Drive in the City of Columbus, Franklin County.

**ARTICLE III**

The purposes for which the corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- A. This corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. In pursuance of the foregoing purpose, the corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to

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which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

#### ARTICLE IV

The corporation is empowered:

- A. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.
- B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the corporation's property.
- C. Upon the dissolution of the corporation, all of the remaining assets of the corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(A) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE V

The number of directors of the corporation shall be three. The original directors and the term for which each will serve, are set out below.

Name	Term	Address
Herbert Cunningham	One Year	2335 N. Bank Dr. Cols, OH
John L. Jones	One Year	2335 N. Bank Dr. Cols, OH
Steven Kerber	One Year	2335 N. Bank Dr. Cols, OH

The directors shall serve without compensation.

The directors of the corporation shall, at all times, be limited to individuals who are either members of National Church Residences or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the corporation ceases to be a member of National Church Residences or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the corporation.

The officers of the corporation, as provided by the By-laws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the second Wednesday in May of each year.

**ARTICLE VI**

The initial registered agent shall be Corporation Service Company, ("CSC"), located at 1201 Hays St. Tallahassee, Florida, 32301.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Corporation Service Company

*Dmytrievich Asst. Sec.*

Signature/Registered Agent

3/16/03

Date

**ARTICLE VII**

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

Signed by the incorporator this 4th day of March, 2003

*Suzann Cunningham*

Suzann Cunningham  
2335 North Bank Drive  
Columbus, OH 43220

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