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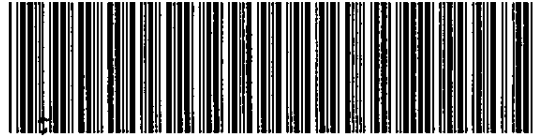
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pensacola Retirement Village IV, Inc.

DOCUMENT NUMBER: N03000010986

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)

Pensacola Retirement Village IV, 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

(Name of Contact Person)

at (**407**) **839-5050**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

Pensacola Retirement Village IV, Inc.

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

N03000010986

(Document Number of Corporation (if known))

FILED
2012 NOV 19 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

_____, Florida _____
(City) (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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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

Article II - Member of the Corporation

**The Member of the Corporation shall be Westminster Retirement
Communities, Inc., a Florida not for profit Corporation.**

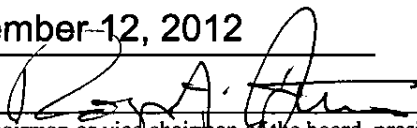
The date of each amendment(s) adoption: October 27, 2011

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 November 12, 2012

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
PENSACOLA RETIREMENT VILLAGE IV, INC.

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

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be PENSACOLA RETIREMENT VILLAGE IV, INC., hereinafter referred to as "the Corporation". The Corporation is organized as a not for profit Corporation under Chapter 617, Florida Statutes. The term of existence of the Corporation shall be perpetual.

Its principal office shall be located in Orange County, Florida. The mailing address of the Corporation and the address of the registered agent shall be 80 West Lucerne Circle, Orlando, Florida 32801. Its registered agent shall be the Corporate Treasurer. The name of the present incumbent of that office is Henry T. Keith.

ARTICLE II
MEMBER OF THE CORPORATION

The Member of the Corporation shall be Westminster Retirement Communities, Inc., a Florida not for profit Corporation.

ARTICLE III
MISSION

The Corporation shall be dedicated and committed to providing services for older adults and other dependent persons by creating and administering excellent residential facilities.

ARTICLE IV CHARITABLE PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the Secretary of Housing and Urban Development for the term of the Regulatory Agreement. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly 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 not for profit basis.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 3. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V POWERS AND AUTHORITY

The corporation is empowered:

- (a) To provide residential facilities and services that meet the physical and social needs of older adults and other dependent persons to enhance their health, security, and quality of life.
- (b) To construct, operate, maintain and improve, and to buy, hold, own, develop, sell, exchange, convey, assign, mortgage, or lease any real estate and any personal property solely for the achievement of the mission and purpose of the Corporation.

(c) 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, subject to compliance with Section 202 of the Housing Act of 1959, as amended, for the duration of the Regulatory Agreement then in effect.

(d) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including compliance with the Regulatory Agreements between the Corporation and the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreements and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on any portion of the Corporation's property is held by the Secretary of Housing and Urban Development. Moreover, in the event of any conflict between the terms of such Regulatory Agreement and these Articles of Incorporation, the terms of such Regulatory Agreement shall prevail.

(e) 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 the mission and purpose of the Corporation;

(f) To receive gifts, devises and bequests of money or of real or personal property from residents, directors, and other parties.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board elected by the Member in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Member; provided however, that at no time shall the number of voting Directors be reduced below (7) seven or exceed a maximum number of (15) fifteen. The Board may establish such committees with such membership as shall be provided for in the Bylaws.

In the event of a vacancy occurring on the Board of Directors, a Director may be elected by the Member to fill out the unexpired term.

ARTICLE VII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Member shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. The officers of the Corporation may, but need not be, members of the Board of Directors unless so specified in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, subject to approval by the Member, and shall not conflict with the provisions of these Articles of Incorporation.

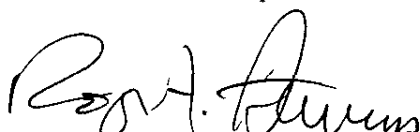
ARTICLE IX DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation will be distributed to Westminster Retirement Communities Foundation, Inc. or its successors, so long as Westminster Retirement Communities Foundation, Inc. or its successors are exempt from the payment of federal income tax by reason of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code; provided, in the event Westminster Retirement Communities Foundation, Inc. or its successors is not exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code, the residual assets of the Corporation will be distributed to Presbyterian Retirement Communities, Inc., so long as Presbyterian Retirement Communities, Inc. is exempt from the payment of federal income tax by reason of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code; further provided, in the event Presbyterian Retirement Communities, Inc. is not exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code, the residual assets of the Corporation will be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax code; provided however, in no event shall the assets of the Corporation be distributed to an organization created for religious purposes. Notwithstanding the foregoing, the Corporation shall at all times so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development have the power to convey its property to the Secretary of Housing and Urban Development his nominee, for exclusively public purposes.

ARTICLE X AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that any such amendment shall be approved by the Member of the Corporation, and further, must be approved with prior written approval by the Secretary of Housing and Urban Development. Notice of the proposed change or changes shall be given 30 days in advance of such meeting or notice thereof shall be waived in writing by all of the Board of Directors. So long as a mortgage on the corporation's property is insured or held by the Secretary of Housing and Urban Development, any such amendments shall not conflict with the provisions of said Regulatory Agreement.

Dated this 12 day of November, 2012


Roger A. Stevens, Executive Vice President