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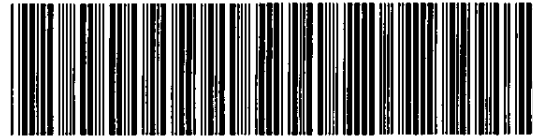
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SECRET  
TALLAHASSEE, FLORIDA

12 FEB 15 AM 8:39

FILED

*Amend NC*

FEB 16 2012

T. LEWIS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Westminster Foundation II, Inc.**

DOCUMENT NUMBER: **N10000010401**

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)

**Westminster Foundation II, 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:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

AMENDED  
ARTICLES OF INCORPORATION  
OF  
WESTMINSTER FOUNDATION II, INC.

FILED  
12 FEB 15 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WESTMINSTER FOUNDATION II, INC., organized and existing as a not for profit corporation under Chapter 617, Florida Statutes hereby certifies that at a duly held meeting on January 26, 2012, in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, amended its corporate name to Westminster Asbury East, Inc.

AMENDED  
ARTICLES OF INCORPORATION  
OF  
WESTMINSTER ASBURY EAST, INC.  
(Formerly Westminster Foundation II, Inc.)

ARTICLE I  
NAME, ADDRESS & REGISTERED AGENT

The name of the Corporation shall be WESTMINSTER ASBURY EAST, 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 registered office of the Corporation shall be 80 West Lucerne Circle, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at the registered office shall be 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 Westminster 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.

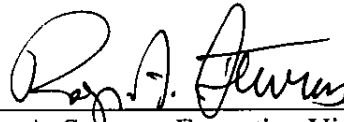
(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended or replaced, or by an organization,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

### **CERTIFICATE**

I HEREBY CERTIFY that the foregoing Amended Articles of Incorporation of Westminster Asbury East, Inc. were duly adopted as required by the Corporation's Articles of Incorporation and Bylaws on the 26<sup>th</sup> day of January, 2012.

WESTMINSTER ASBURY EAST, INC.

A handwritten signature in black ink, appearing to read "Roger A. Stevens", is written over a horizontal line.

Roger A. Stevens, Executive Vice President

The date of each amendment(s) adoption: January 26, 2012

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

02-14-2012

Signature

Roger A. Stevens

(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)