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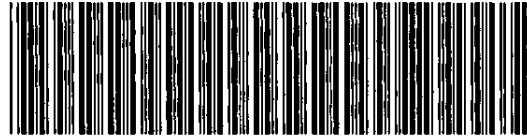
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TALLAHASSEE, FLORIDA

Amend  
25  
1-4-13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Westminster Asbury East, 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 Asbury East, 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:

**Carolyn McGarvey**

(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

Articles of Amendment  
to  
Articles of Incorporation  
of

Westminster Asbury East, Inc.

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

N10000010401

(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:

\_\_\_\_\_, 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

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TALLAHASSEE, FLORIDA

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

<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			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
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)*

The Articles of Incorporation were amended in their entirety to better  
comply with the requirements of the U. S. Department of Housing and Urban Development.  
See attached Amended Articles of Incorporation.

AMENDED  
ARTICLES OF INCORPORATION  
OF  
WESTMINSTER ASBURY EAST, 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 purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) 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 nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

### ARTICLE III POWERS OF THE CORPORATION

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, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(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) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with 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 and project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) In the event of the dissolution of the Corporation, or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes; provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

### ARTICLE IV 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; provided, however, the number of directors shall at all times be at least seven (7) and not more than fifteen (15).

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either directors of the Sponsor, Presbyterian Retirement Communities, Inc.(PRC), or non-directors who have the approval of the Board of Directors of the sponsoring organization. In the event that a director of the Corporation ceases to be a director of the Sponsor, 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 Bylaws 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 in the month of October of each year.

## ARTICLE V BYLAWS

Bylaws 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 or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article III hereof.

## 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; provided, however, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

## ARTICLE VII DISSOLUTION

This Corporation may be dissolved only by the unanimous vote of the members of the Board of Directors. Subject to the specific requirements of Article III(d), 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 WRCF, 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.

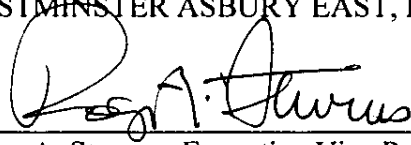
(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended or replaced, or by an organization, 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 12th day of December, 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: December 12, 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 December 12, 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)