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**BASIC AMENDMENT**

**FLORIDA BAPTIST RETIREMENT CENTERS, INC.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF  
FLORIDA BAPTIST RETIREMENT CENTERS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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A. The name of the Corporation is Florida Baptist Retirement Centers, Inc.

B. Amendments to the Articles of Incorporation were adopted on December 12, 2002, by the sole Member of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2002), to amend Article VII of the Articles of Incorporation to change the sole Member of the Corporation and to add new Articles VIII regarding Indemnification, IX regarding Bylaws and X regarding Amendments, as follows:

**"ARTICLE VII**

The sole Member of the Corporation shall be Florida Baptist Financial Services, Inc."

**"ARTICLE VIII**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law."

**"ARTICLE IX**

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member."

**"ARTICLE X**

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member."

There are no other amendments of the Articles of Incorporation, except as stated above.

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C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Member.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The sole Member of this Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA BAPTIST RETIREMENT CENTERS, INC.**

**ARTICLE I**

The name of the Corporation shall be Florida Baptist Retirement Centers, Inc.

**ARTICLE II**

The duration of the Corporation is perpetual, unless dissolved according to law.

**ARTICLE III**

The Corporation shall be operated exclusively for educational, religious and charitable purposes within the meanings of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) (the "Code"). The general nature and purposes of the Corporation shall be religious, charitable and educational, and the Corporation shall offer housing and health care services to senior adults and other related services. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article III. No 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 any candidate for public office. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**ARTICLE IV**

The name and address of each member of the initial Board of Directors of the Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
George R. Borders	1320 Hendricks Avenue, Jacksonville, FL 32207
C. Richard Broome	4714 Gemini Drive North, Jacksonville, FL 32217
W. Alvin Watson	13654 Myrica Court, Jacksonville, FL 32224

The method of election of directors shall be as stated in the Bylaws.

**ARTICLE V**

The name and address of the incorporator are:

George R. Borders  
1320 Hendricks Avenue  
Jacksonville, FL 32207

**ARTICLE VI**

The name and street address of the registered agent of this Corporation are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE VII**

The sole Member of the Corporation shall be Florida Baptist Financial Services, Inc.

**ARTICLE VIII**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

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**ARTICLE IX**

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member.

**ARTICLE X**

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member.

IN WITNESS WHEREOF, Florida Baptist Retirement Centers, Inc. has caused these Articles of Amendment and Restatement of the Articles of Incorporation to be signed in its name by its President this 27<sup>th</sup> day of February, 2003.

**FLORIDA BAPTIST RETIREMENT  
CENTERS, INC.**

By:   
Eddie L. McClelland, President

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