

N96000002933

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May 27, 1999

Amend

99 MAY 27 1999
TALLAHASSEE, FL 32302-3189
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Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**, along with a check in the amount of \$175.00 for the applicable filing fees; a check in the amount of \$43.75 for the fees to obtain a **CERTIFIED COPY** of the Articles of Amendment to the Articles of Incorporation; and a check in the amount of \$43.75 to obtain a Certificate of Status for the following entities:

Sunbelt Living Center/Apopka, Inc.
Document Number: N96000005048

Sunbelt Living Center/East Orlando, Inc.
Document Number: N96000005050

South Central Nursing Homes of Orlando, Inc.
Document Number: N98000004243

South Central Nursing Homes of Zephyrhills, Inc.
Document Number: N96000002933

500002888455--4
-05/27/99--01055--014
*****43.75 *****8.75

500002888455--4
-05/27/99--01055--013
*****175.00 *****35.00

500002888455--4
-05/27/99--01055--015
*****43.75 *****8.75

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Secretary of State
Division of Corporations
May 27, 1999
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The Garden Retirement Community, Inc.
Document Number: N96000005419

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

A handwritten signature in cursive script that reads "Kelly B. Plante". The signature is written in dark ink and is positioned above the printed name.

Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.109
Owens/71135-60

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
SOUTH CENTRAL NURSING HOMES OF ZEPHYRHILLS, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, South Central Nursing Homes of Zephyrhills, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The provisions of Article II ("Purposes/Restrictions") shall be supplemented by the following:

Section 2.3 (a) To create a private corporation to develop, acquire, or construct a housing project or projects, and to operate the same; (b) to enable the financing of the development, acquisition or construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary

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for the development,
acquisition or construction and
operation of such project; and
(e) to borrow money, and to
issue evidence of indebtedness,
and to secure the same by
mortgage, deed of trust,
pledge, or other lien, in
furtherance of any or all of
the objects of its business in
connection with said project.

Section 2.4 The Corporation shall have the
power to do and perform all
things whatsoever set out in
Sections 2.1 through 2.3 of
Article 2 Purposes/Restrictions
above, and necessary or
incidental to the
accomplishment of said
purposes.

Section 2.5 The Corporation, specifically
and particularly, shall have
the power and authority to
enter into a Regulatory
Agreement setting out the
requirements of the Secretary
of Housing and Urban
Development.

Add Article XIII ("HUD Requirements") to read as
follows:

In the event of any conflict
between these Articles of
Incorporation and the terms of
any Regulatory Agreement
executed between the
Corporation and the Secretary
of Housing and Urban
Development, the terms of the
Regulatory Agreement will
prevail.

While there is in existence a
mortgage insured under the
National Housing Act, as
amended, or held by the
Secretary of Housing and Urban


Development neither these
Articles of Incorporation nor
any Bylaws adopted for the
operation of the Corporation
will be amended without the
advance written approval of the
Secretary of Housing and Urban
Development or his authorized
representative.

SECOND: The date of each amendment's adoption:
May 26, 1999.

THIRD: The Amendments were approved by the Membership of the
Corporation and the Board of Directors of the
Corporation and the number of votes cast for each
amendment was sufficient for approval.

Signed this 26th day of May, 1999.

SOUTH CENTRAL NURSING HOMES OF
ZEPHYRHILLS, INC.

By: 
Print Name: Henry J. Carubba
Title: President