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Nancy B. Rhoades

April 17, 1997

Florida Department of State  
Division of Corporations  
Tallahassee, Florida 32301

100002143081--4

-04/21/97-01163--006

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Bethel Adult Care, Inc.  
Amendment to Articles of Incorporation

Gentlemen/Ladies:

Please find enclosed an original and one copy of Amendment to Articles of Incorporation of Bethel Adult Care, Inc. along with my firm check for filing the Amendment.

Please file the original Amendment and stamp the copy as filed and return same to me in the stamped, self addressed envelope which I have provided.

Thank you for your anticipated cooperation.

Very truly yours,

  
JOHN A. RHOADES, JR.

JAR/bab/6102L.497  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 21 AM 10:39

*Amended*

APR 28 1997

**AMENDMENT TO ARTICLES OF INCORPORATION**

**OF**

**BETHEL ADULT CARE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 21 AM 10:39

The undersigned, being all of the Members and Directors of BETHEL ADULT CARE, INC., a Florida Non-Profit Corporation, adopts the following Amendment to the Articles of Incorporation previously filed on November 21, 1996 with the Office of the Secretary of State, Tallahassee, Florida:

ARTICLE III, Purpose(s), as originally set out in the original Articles of Incorporation is deleted in its entirety, and in place thereof the following new Article III, to-wit:

**ARTICLE III  
Purposes, Powers, General**

Purposes: The purpose for which the Corporation is formed and the business to be carried on and the objectives to be effected by it are:

Section 1. (a) To create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the 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 requirements of 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 for the 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.

Powers:

Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section I of Article PURPOSES above, and necessary or incidental to the accomplishment of said purposes.

Section 2. 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.

General:

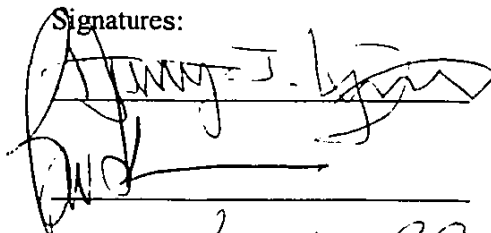
In the event of a conflict between the terms of this Corporate Charter and HUD laws, rules, regulations and the Regulatory Agreement, the terms of the laws, rules, regulations and the Regulatory Agreement shall prevail.

The Articles of Incorporation may not be amended without prior HUD approval.

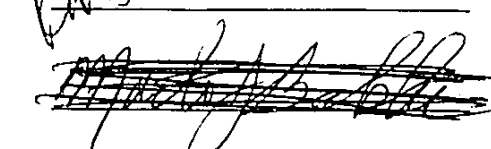
Except as to the Amendment modifying Article III set out above, all other provisions of the Articles of Incorporation as originally filed shall remain the same.

The undersigned, being all the Directors or Members of BETHEL ADULT CARE, INC., have executed this First Amendment to Articles of Incorporation this 16th day of April, 1997.

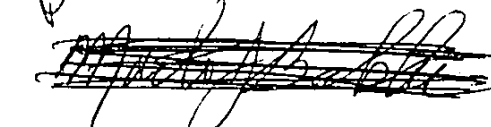
Signatures:



HENRY J. LYONS — *President*  
Director/Member



B. ASHBY HOBSON  
Director/Member



MARTIN J. BAKKE  
~~Member~~

6102AAI.497

x Rudolph V. Smith

RUDOLPH V. SMITH  
Director/Member