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ACCOUNT NO. : 072100000032

REFERENCE : 609498 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 2, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 609498-010

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

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DOMESTIC AMENDMENT FILING

NAME: WESLEY WOODS, INCORPORATED

EFFECTIVE DATE: PPD

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: *NC.*

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
00 MAR -3 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 MAR -3 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend + Restate
G. COULLETTE MAR 0 3 2000

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESLEY WOODS, INCORPORATED

WESLEY WOODS, INCORPORATED, organized and existing as a not for profit corporation under Chapter 617, Florida Statutes, under its corporate seal and the hands of its Chairman, Mark Mullins, hereby certifies that at a duly called meeting on February 28, 2000, in accordance with the requirements and provisions of the Articles of Incorporation and Bylaws of the Corporation, amendments to the Articles of Incorporation were adopted by the Members in sufficient number needed for approval, amending the Articles of Incorporation in their entirety, so that after amendment, the Articles of Incorporation of this Corporation shall read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WESLEY WOODS, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be WESLEY WOODS, INC., hereinafter referred to as "the Corporation". The term of existence of the Corporation shall be perpetual.

The street address of its principal office and its mailing address shall be 80 West Lucerne Circle, Orlando, Florida 32801. The street address of the registered agent shall be 80 West Lucerne Circle, Orlando, Florida 32801. Its current registered agent at that address shall be Henry T. Keith.

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00 MAR -3 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The seal of the Corporation shall bear the name of the Corporation, the words "not for profit Corporation", and the year of incorporation.

ARTICLE II MEMBER OF THE CORPORATION

Presbyterian Retirement Communities, Inc., a Florida not for profit corporation, shall be the sole Member of the Corporation as long as it is a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III MISSION

The Corporation shall be dedicated and committed to providing services for older adults and persons with special needs by creating and administering excellent residential and health care facilities.

ARTICLE IV CHARITABLE PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 3. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V POWERS AND AUTHORITY

The business and the objectives to be carried on and promoted include, but are not limited to the following:

(a) To provide continuing care retirement communities and services that meet the physical and social needs of older adults to enhance their health, security, and quality of life.

(b) To construct, operate, maintain and improve, and to buy, hold, own, develop, sell, exchange, convey, assign, mortgage or lease any real estate and any personal property.

(c) To borrow money and issue evidences 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.

(d) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the mission and purpose of the Corporation.

(e) To receive gifts, devises and bequests of money or of real or personal property from residents, directors, and other parties.

(f) To execute trusts from or on behalf of residents, directors, and other parties.

(g) On approval of the Member of the Corporation, services, personal property, funds, or real estate may be donated to other related not-for-profit corporations, which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by the Member in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Member. The Directors shall be selected in such a manner as to represent a cross section of persons without regard to race, color, national origin, age or handicapping conditions.

The Board of Directors may establish such committees with such membership as shall be provided for in the Bylaws. The Directors may authorize and require the payment of the reasonable expenses incurred in the performance of their duties or for other services provided to the Corporation. A Director shall disclose any conflicts of interest and shall abstain from voting on such matters.

ARTICLE VII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be elected as provided in the Bylaws and shall continue in office until their successors are elected. The Board shall have the power and authority to create new and additional offices and elect officers, as provided in the Bylaws. Except for the office of President, the officers of the Corporation may, but need not be a Director unless so specified in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation are to be adopted, amended, or rescinded by a majority of the Directors present at any regular meeting of the Board, or at a special meeting called for such purpose, subject to approval of the Member, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE IX DISSOLUTION

Upon 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 Presbyterian Retirement Communities Foundation, Inc., or its successors, so long as such Foundation shall be exempt from the payment of income tax by reason of being classified as an entity described in Section 501(c)(3) of the Internal Revenue Code, or to the successors of such Foundation, so long as such successors are exempt from the payment of income tax by reason of being classified as an entity described in section 501(c)(3) of the Internal Revenue Code.

In the event the Foundation or its successor is not so classified, upon dissolution of the Corporation, all assets of the Corporation shall be distributed to Presbyterian Retirement Communities, Inc., or its successor for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any assets not so disposed of shall be distributed to Westminster Retirement Communities, Inc., for one or more exempt purposes within the meaning of section 501(c)(3). In the event these charitable corporations are no longer in existence, assets shall be distributed to a state or local government, for a public purpose, or 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 X AMENDMENTS

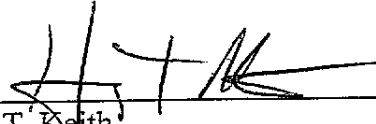
These Articles of Incorporation may be amended or restated by a vote of the majority of the Board provided that any such amendment shall be approved by the Member of the Corporation, and provided further, that notice of the proposed change or changes is given thirty (30) days in advance of such meeting, or notice thereof shall be waived in writing by all of the Board of Directors.

WESLEY WOODS, INCORPORATED

By: M. Mullins
Mark Mullins, Chairman of the Board

ACCEPTANCE OF DESIGNATION

I HEREBY accept the foregoing designation as Registered Agent for this Corporation for service of process within the State of Florida.


Henry T. Keith