

From: 552@porterwright.com

239 569 2990

10/16/2014 11:36

#070 P.002/006

Division of Corporations

Page 1 of 2

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LAKE WALES RETIREMENT CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LAKE WALES RETIREMENT CENTER, INC., A Florida nonprofit corporation

**ARTICLE 1
NAME**

The name of the corporation shall be: **LAKE WALES RETIREMENT CENTER, INC., A Florida nonprofit corporation**

**ARTICLE 2
PRINCIPAL OFFICE**

Principal street address: 10 Grove Avenue West, Lake Wales, Florida 33853.

Mailing address is: 2335 North Bank Drive, Columbus, Ohio 43220.

**ARTICLE 3
PURPOSE**

The purpose or purposes for which said Corporation is formed are:

A. This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide low income persons, elderly persons and handicapped 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. 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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not

permitted to be carried on (1) by a Corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE 4 DURATION

The term of the Corporation is perpetual.

ARTICLE 5 MEMBERSHIP OF THE CORPORATION

The sole member of the Corporation, with all voting rights of membership shall be National Church Residences, an Ohio nonprofit corporation ("NCR"). The President of NCR (or, in the absence or disability of the President, such other officer of NCR as may be designated by the Board of Directors of NCR) shall be authorized to vote on behalf of NCR and take all such actions as the sole member of the Corporation may take.

ARTICLE 5 DIRECTORS OF THE CORPORATION

The Directors of the Corporation shall be elected pursuant to the Corporation's Code of Regulations and shall serve until their successors are duly elected and qualified.

ARTICLE 6 OFFICERS OF THE CORPORATION

The officers of the Corporation, as provided by this Code of Regulations, shall be elected by the Directors of the Corporation in the manner set forth in the Corporation's Code of Regulations and shall serve until their successors are duly elected and qualified.

ARTICLE 7 REGISTERED OFFICE AND AGENT

The registered agent and office of the Corporation shall be Porter, Wright, Morris & Arthur LLP, 9132 Strada Place, Third Floor, Naples, Florida 34108.

[The next page is the signature page]

IN WITNESS WHEREOF, the undersigned, STEVEN A. VAN CAMP, as President, of the Corporation, has signed these Amended and Restated Articles of Incorporation on this 31st day of March, 2014 and certifies that these Amended and Restated Articles of Incorporation were duly approved and adopted by the Corporation on March 31, 2014, to be effective on filing with the Florida Department of State, and the number of votes cast for the adoption of these Amended and Restated Articles of Incorporation by the directors were sufficient for approval.



President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617.0501 of the Florida Statutes, the undersigned nonprofit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **LAKE WALES RETIREMENT CENTER, INC., A Florida nonprofit corporation**

2. The name and address of the registered agent and office are:

Porter, Wright, Morris & Arthur LLP
9132 Strada Place, Third Floor
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: March 31, 2014



W. Jeffrey Cecil

porterwright

Porter Wright Morris & Arthur LLP
9132 Strada Place, Third Floor
Naples, Florida 34108-2683
Main Telephone #: 800-876-7962
Main Facsimile #: 239-593-2990

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1. Division of Corporations	Florida Dept of State	850-617-6380	

RE: **Lake Wales Retirement Center, Inc.**

Fax Audit #: **H14000242514 3**

Per Barry Kiser's conversation with Darlene this morning, we are refiling the following Amended and Restated Articles of Incorporation for Lake Wales Retirement Center, Inc. because this morning's previous filing was missing one (1) page. Please cancel the filing sent to you at 10:02 a.m. today under Audit Number H14000242383 3.

If you have any questions, please do not hesitate to contact me at 239-593-2926.

Attached for filing, please find:

1. Amended and Restated Articles of Incorporation for the above-referenced Florida Non Profit Corporation

We have requested a certified copy and a certificate of good standing for the above corporation.

Thank you.

From: W. Jeffrey Cecil, Esq. Telephone: (239) 593-2950

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