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Amend + Rest

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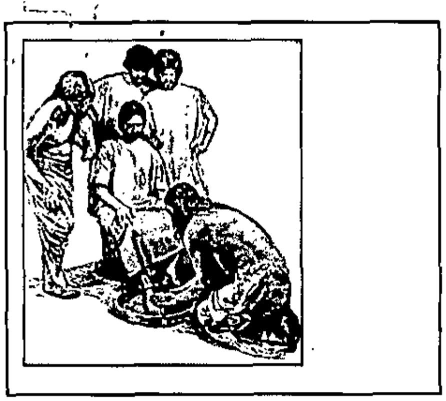
EXAMINER



Continuing Care, Inc.
A Florida not-for-profit religious corporation
1662 Quail Lake Drive
Venice, FL 34293-1492
941/408-0678 941/539-3015 (cell)

2564 N Squirrel Road
Auburn Hills, MI 48326
877/476-2674 267/544-6759 (fax)

February 20, 2010

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

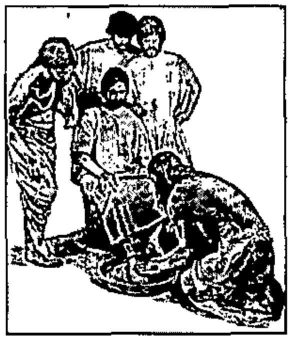
Enclosed are Amended and Restated Articles of Incorporation for Continuing Care, Inc. Acknowledgment should be returned to William R. Martin, Registered Agent at 1662 Quail Lake Drive, Venice, FL 34293.

Our check in the amount of $35.00 is enclosed.

Very truly yours,

CONTINUING CARE, INC.

William R. Martin



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2564 N Squirrel Road
Auburn Hills, MI 48326
877/476-2674 267/544-6759 (fax)

Randy Martinson, Chair
Michael Thompson, Vice Chair
William R. Martin, Secretary

February 25, 2010

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

We are returning herewith our "Amended and Restated Articles of Incorporation for Continuing Care, Inc." Acknowledgment should be returned to William R. Martin, Registered Agent at 1662 Quail Lake Drive, Venice, FL 34293.

Our check in the amount of $35.00 was enclosed enclosed with the earlier submission to which you requested certain confirmations which are included herein.

This is to certify that the amendments and Restated Articles of Incorporation were duly adopted unanimously by the Board of Trustees (now Board of Elders) on February 14, 2010. Only the Board of Trustees (now Elders) have the authority to amend the Charter. Further, the Board of Trustees are the only "members" of the Corporation.

The signature below certifies as to the accuracy of the above statements which are furnished in order to comply with the requirements of the Florida Department of State.

William R. Martin, Registered Agent, Secretary, Elder, and Certifying Officer

RECEIVED
2010 MAR -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2010

CONTINUING CARE, INC.
WILLIAM MARTIN
1662 QUAIL LAKE DR
VENICE, FL 34293-1492

SUBJECT: CONTINUING CARE, INC.
Ref. Number: N97000001224

We have received your document for CONTINUING CARE, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to show the date of adoption and the manner of adoption for this amendment filing. If you have questions or do not understand this letter, please call.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 110A00004401

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
10 MAR -1 PM 3:41

Amended and Restated
ARTICLES OF INCORPORATION
OF CONTINUING CARE, INC.

We, the undersigned, having amended and restated the Articles of Incorporation for Continuing Care, Inc. in accordance with its charter and Bylaws, as a not for profit corporation for charitable purposes, as authorized by Chapter 617, Florida Statutes do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is CONTINUING CARE, INC.

ARTICLE II - PURPOSES OF THE CORPORATION

The purposes for which this corporation is formed, are exclusively religious, benevolent, educational, and charitable within the meaning of Section 501-c3 of the Internal Revenue Code of the United States of America, and the business and the objects to be carried on and promoted by it, are as follows:

A: To foster and encourage spiritual life and to bring the human spirit into intimate relation with the Divine Spirit, to provide definite, organized opportunity for the development of spiritual values and for the renewal of our strength in accordance with the generally accepted faith and practice of Christians and to promote respect for creation.

B: To provide elderly and other families, elderly and other persons, including handicapped persons and families housing and related facilities and services specially designed to meet the physical, social, psychological, economic and spiritual needs and contribute to their health, financial security, happiness and usefulness in longer living.

C: To acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the provision of housing and related facilities and services. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.

D: To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

E: To conduct educational or scientific research on a non-profit basis end to cooperate with foundations, educational Institutions, and research canters in promoting same, with the aim of increasing the public knowledge or enhancing life in our society.

F: To provide any of the above services or support to any **Christian** organization whose purposes are not otherwise inconsistent with this charter.

ARTICLE III - MEMBERSHIP

The current members of the Board of Elders consist of the following persons:

Randy Martinson, Michael J. Thompson. William R. Martin
Cheri Martinson. Alice Martin

Successors to the above named members and other persons who are interested in the purposes of the corporation and who are qualified in carrying out its purposes may be elected as members of the corporation by vote of the Board of ~~Directors~~ Elders of the Corporation in the manner, at the times and for the terms as provide in the Bylaws.

All Elders of the Corporation shall be Christians.

ARTICLE IV - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V (Vacant)

ARTICLE VI – OFFICERS OF THE CORPORATION

The affairs of the corporation shall be managed by the Board of Elders to consist of the number of persons and to be elected in the manner as more particularly set forth in Article VIII hereof. The officers of the corporation shall be a Chairperson, one or more Vice-Chairpersons, as provided in the By-Laws, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors from among the members of the Board of , Elders at the times and in a manner as provided in the By-Laws. The offices of the Secretary and Treasurer may be combined and held by the same individual The Board of Elders may elect an Assistant Secretary or Assistant Treasurer, or both, neither of whom need be a member of the Board of Elders. All officers shall hold such terms as provided in the By-Laws.

ARTICLE VII - NAMES OF CURRENT OFFICERS

The names and addresses of the current officers of the corporation are:

Chairman: Randy Martinson

Vice Chairman: Michael Thompson

Secretary: William R. Martin

The Board of Elders shall consist of an uneven number of not more than forty (40) persons nor less than three (3) persons.

ARTICLE IX – BY LAWS

The By-Laws of the Corporation are to be adopted, amended or rescinded by by the Board of Elders, provided that such Bylaws and amendments thereto shall not conflict with the provisions of these Articles of Incorporation or of any Statutory or regulatory provisions dealing with charitable or religious organizations including those organized under section 501-c-3 of the Internal Revenue Code -Bylaws shall consist of those policies of Christian belief and of organizational procedures which may be adopted by the Board of Elders.

ARTICLE X - DISSOLUTION

This corporation may be dissolved or liquidated by vote of the Board of Elders.

ARTICLE XI - MISCELLANEOUS

For the carrying out of its corporate purposes, the corporation shall have the right to accept contributions, including bequests and devises, of money or other property from non-members of the corporation, as well as from members.

A. No substantial part of the activities of the corporation shall consist of promulgating propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in any political campaign, on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the corporation engage in any transactions described in the Internal Revenue Code as "prohibited transactions" which would disqualify the corporation as an "exempt corporation" within the meaning of said Internal Revenue Code.

B. The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes, and no part of the income or assets of the corporation shall be distributed to, nor inure to, the benefit of any member, director, elder, officer or employee of the corporation, contributor or private individual. In the event of dissolution of the corporation, the assets shall be distributed to non-profit or charitable corporations or institutions which have qualified for exemption under Section 501 © (3) of the Internal Revenue Code as selected and approved by the Board of Directors and the members of the corporation to be used for purposes similar to those of this corporation, and no part of such assets shall inure to the benefit of any member, director, elder, officer or employee of this corporation, contributor or private individual.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent is William R. Martin, 1662 Quail Lake Drive, Venice, FL 34293.

IN WITNESS WHEREOF, The undersigned have hereunto set their hands and seals to this amended and restated Articles of Incorporation this *16 day of* 2010.

William R. Martin, Secretary and Registered Agent

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

William R. Martin, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of incorporation, is familiar with and accepts the obligation of the position of Registered Agent under the Florida Statutes.

William R. Martin

Certification of Adoption of Restated Articles
of CONTINUING CARE, INC.

This is to certify that the amendments and Restate Articles of Incorporation of Continuing Care, Inc. Were duly adopted unanimously by the Board of Trustees (now Board of Elders) on February 14, 2010. Only the Board of Trustees (now Elders) have the authority to amend the Charter. Further, the Board of Trustees are the only "members" of the Corporation.

The signature below certifies as to the accuracy of the above statements which are furnished in order to comply with the requirements of the Florida Department of State.

William R. Martin
Registered Agent and Secretary, Elder and Certifying Agent.