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MOSLEY, WALLIS & WHITEHEAD, P.A.

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CURTIS R. MOSLEY
MICHAEL M. M. WALLIS
ALLAN P. WHITEHEAD

AREA CODE 407
TELEPHONE 984-3842
TELECOPIER 768-1671

March 17, 1999

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*****35.00 *****35.00

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Lutheran Retirement Campus of Merritt Island, Incorporated

Dear Sirs:

Enclosed are the Restated Articles of Incorporation and a check in the amount of \$35.00 for filing fees.

If anything further is needed, please let me know. Thank you for your assistance and cooperation in this matter.

Very truly yours,



CURTIS R. MOSLEY

CRM/lac

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
3-24-99
CC

**RESTATED
ARTICLES OF INCORPORATION
FOR
LUTHERAN RETIREMENT CAMPUS OF MERRITT ISLAND
INCORPORATED**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation.

**ARTICLE I.
NAME OF THE CORPORATION AND LOCATION OF THE PRINCIPAL
OFFICE**

The name of the corporation shall be the LUTHERAN RETIREMENT CAMPUS OF MERRITT ISLAND INCORPORATED. The principal office of the corporation is to be located in Brevard County, State of Florida, with a mailing address of 280 East Merritt Avenue, Merritt Island, Florida, 32953.

**ARTICLE II.
LENGTH OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III.
GENERAL PURPOSE**

The general purpose of this corporation is to provide housing and medical services and facilities, as well as spiritual care through the preaching and teaching of the Word of God, the administration of the Sacraments, and the administration of Christian charity according to the confessional standard of the Evangelical Lutheran Church, for the benefit of members of the Lutheran Retirement Campus of Merritt Island Incorporated. This corporation is organized exclusively for charitable, religious, scientific 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 corresponding section of any future federal tax code. The purposes herein generally called "exempt purposes", include, but are not restricted to, the following more specific purposes, but only to the extent that they are in the scope of such purposes:

- a. To provide support and assistance to the members of the Lutheran Church and the organizations and entities supporting its objectives, including Faith Lutheran Church, Inc., Merritt Island, Florida (hereinafter referred to as the "Church"), to

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TALLAHASSEE, FLORIDA

advance the membership of such Church, to assist in the expansion of the Church's programs and functions at the Lutheran Retirement Campus located in Merritt Island, Florida and to provide facilities and housing at the Retirement Campus for members of the clergy of the Evangelical Lutheran Church, laypersons who are members of such Church, and other persons who are members of the Evangelical Lutheran Church and are interested in and supportive of the aims and objectives of the Church and the Retirement Campus.

- b. To plan, develop and contract for the construction of condominiums and other multi-family housing and to structure the same pursuant to existing Florida Law and any amendments thereto.
- c. To sell or lease the units and other multi-family housing to clergy of the Lutheran Church, laypersons who are members of such Church, and other members of the Lutheran Church who are interested in and supportive of the aims and objectives of the Church and the Retirement Campus. To be eligible to occupy a unit or housing at the Retirement Campus an applicant must be a professing Christian who:
 - 1. Is baptized in the Name of the Triune God,
 - 2. Leads a Christian life and abstains from manifest works of the flesh (Galations 5).
 - 3. Is an active member of a Lutheran Church
- d. The sale or lease of units and multi-family housing shall not exceed the housing needs of the Church and none of the housing shall be used for vacation and recreation purposes.
- e. To do and perform any and all other acts and things necessary or incidental to the specific purposes heretofore enumerated.

ARTICLE IV. MEMBERS

The corporation shall have no members.

ARTICLE V. SUBSCRIBERS

The names and official addresses of the subscribers of these Articles of Incorporation are as follows:

NAMES:

1. Roger Fleck
2. Claude Hessee
3. Ruth Seitz

OFFICIAL ADDRESSES:

490 Diana Blvd., Merritt Island, Fl. 32953
215 Glengary Ave., Melbourne Beach, Fl. 32951
1340 Girard Blvd., Merritt Island, Fl. 32952

**ARTICLE VI.
NON-STOCK CORPORATION**

This corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid.

**ARTICLE VII.
MANAGEMENT OF CORPORATION**

The affairs of the corporation are to be managed by the Board of Directors. The number of members of the Board of Directors of the corporation shall be a minimum of five and a maximum of twelve. The members of the Board of Directors shall be elected or appointed as provided in the By-Laws and ratified by the Council of Faith Lutheran Church, Merritt Island, Florida, Inc. The make-up of the Board of Directors shall be specified by the Bylaws of the corporation. The Pastor and the President of Faith Lutheran Church, Merritt Island, Florida, Inc. shall be ex-officio members of the Board of Directors of this corporation. The offices of the president, vice president, and secretary shall not be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the By-laws of the corporation. The officers will be elected by the Board as provided in the By-Laws and ratified by the Council of Faith Lutheran Church, Merritt Island, Florida, Inc. At least one Board member shall be a resident at the Lutheran Retirement Campus.

**ARTICLE VIII.
NET EARNINGS AND DISTRIBUTION OF EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes set forth in the Charter of the Corporation.

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation, or any other private

person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in the charter of the corporation. No 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 any candidate for public office. Notwithstanding any other provision of these Articles of the corporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation organized and operated exclusively for the exempt purposes as defined hereinabove.

- b. In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the remaining assets of the corporation to Faith Lutheran Church, Merritt Island, Florida, Inc., its successors or assigns, if any, otherwise to such organizations having purposes substantially similar to those of the corporation as the directors shall select; provided, however, that such organizations are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or a corresponding provision of any future United States Internal Revenue law.

ARTICLE IX. PROHIBITED ACTIVITIES

The corporation shall not carry on any 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 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 corresponding section of any future federal tax code.

ARTICLE X. CORPORATE POWERS

The corporate powers of this corporation are those enumerated in Chapter 607 and Chapter 617 of the Florida Statutes, as these may be subsequently amended.

ARTICLE XI.
INITIAL OFFICERS AND DIRECTORS

The names and home addresses of the persons who are to serve on the Board of Directors and as officers of this corporation are as follows:

NAMES:	HOME ADDRESSES:
Roger Fleck, President, Director	490 Diana Blvd., Merritt Island, Fl. 32953
Ruth Seitz, Vice-president, Director	1340 Girard Blvd., Merritt Island, Fl. 32952
Betty Hughes, Treasurer, Director	2080 Newfound Harbor Dr., Merritt Is., Fl. 32952
Heidi Rendell, Secretary, Director	7012 Hammock Trace Dr., Melbourne, Fl. 32940
Pat Hessee, Director	215 Glengarry Ave., Melbourne Beach, Fl. 32951
Ray Scheen, Director	1903 Appaloosa Lane, Melbourne Fl. 32934
Tom Jones, Director	1990 Juniper Cir., Cocoa, Fl. 32926
Vern Seitz, Director	1340 Girard Blvd., Merritt Island, Fl. 32952
Marlin Gehrke, Director	8060 S. Tropical Tr., Merritt Island, Fl. 32952
Nell Gehrke, Director	8060 S. Tropical Tr., Merritt Island, Fl. 32952
Richard Hutcheson, Jr., Director	700 N. Courtenay Pkwy., #302, Merritt Island, Fl. 32953

ARTICLE XII.
DISPOSITION OF ASSETS UPON DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, assets shall be distributed to Faith Lutheran Church, Merritt Island, Florida, Inc., its successors or assigns, as set forth in Article VIII (b) above.

ARTICLE XIII.
GENERAL REQUIREMENTS

A. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. The corporation will not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. The corporation will not make any investments in such manner as to subject it to

tax under Section 4944 of the Internal Revenue code, or corresponding section of any future federal tax code.

**ARTICLE XIV.
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by a majority vote of the Board of Directors upon the approval of the Council of Faith Lutheran Church, Merritt Island, Florida, Inc.

**ARTICLE XV
BY-LAWS OF THE CORPORATION**

The By-laws of this corporation shall be approved by a majority vote of the Board of Directors. The By-laws may be amended or rescinded in accordance with the By-laws and upon approval by the Council of Faith Lutheran Church, Merritt Island, Florida, Inc.

**ARTICLE XVI.
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of this corporation shall be 280 East Merritt Avenue, Merritt Island, Florida, 32953, and the registered agent shall be the President of Faith Lutheran Church, Merritt Island, Florida, Mr. Claude Hessee, and the address of the registered agent is 280 East Merritt Avenue, Merritt Island, Florida, 32953.

The foregoing restated articles of incorporation restate and integrate and amend in accordance with Article XIV the provisions of the corporation's articles of incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated articles of incorporation.

Dated March 14, 1999.

LUTHERAN RETIREMENT CAMPUS OF
MERRITT ISLAND, INCORPORATED

BY: _____

ROGER FLECK, PRESIDENT

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 14 day of March, 1999, by **Roger Fleck**, who is personally known to me or has produced personally known as identification.

Patricia A. Hessee

NOTARY

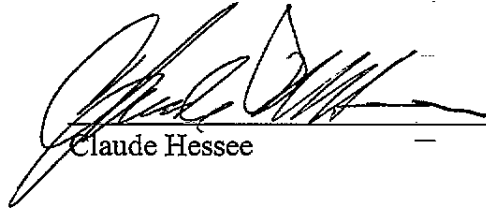
My commission expires:



Patricia A. Hessee
MY COMMISSION # CC698660 EXPIRES
March 25, 2002
BONDED THRU TROY FAN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LUTHERAN RETIREMENT CAMPUS OF MERRITT ISLAND, INCORPORATED at the place designate in the Article of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Claude Hessee

Date: March 14, 1999

CERTIFICATE

In accordance with section 602.1007(4). It is hereby certified that:

The board of directors adopted the restated articles and those amendments to the articles appearing in the restated articles do not require the approval of the shareholders.

Dated March 14, 1999.

LUTHERAN RETIREMENT CAMPUS OF
MERRITT ISLAND, INCORPORATED

BY:



ROGER FLECK, PRESIDENT