

N99000004572

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -2 PM 12: 20

APPROVED
AND
FILED

SUBJECT: Westminster Services, Inc.
(Proposed corporate name - must include suffix)

600002947486--7
-08/02/99--01100--001
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Donna M. Smaage
Name (Printed or typed)
80 West Lucerne Circle
Address
Orlando, Florida 32801
City, State & Zip
407-839-5050
Daytime Telephone number

RECEIVED
99 AUG -2 PM 12: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

o/s
8/2

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WESTMINSTER SERVICES, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be WESTMINSTER SERVICES, INC. hereinafter referred to as "the Corporation". The Corporation is organized as a not-for-profit Corporation under Chapter 617, Florida Statutes. The term of existence of the Corporation shall be perpetual.

Its principal office shall be located at Orlando, Orange County, Florida, or at such other location with other offices both within and without the State of Florida as may be hereafter established by the Board of Directors.

The street address of the Corporation and the address of the registered agent shall be 80 West Lucerne Circle, Orlando, Florida 32801 and its registered agent shall be the corporate Treasurer. The name of the present incumbent of that office is Henry T. Keith.

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

ARTICLE II
MEMBERS OF THE CORPORATION

The Members of the Corporation shall be those persons who, from time to time, serve as the Board of Directors of Westminster Retirement Communities, Inc., a Florida not for profit Corporation.

ARTICLE III
MISSION AND PURPOSE

The mission and purpose of the Corporation shall be the to provide management and other services to not for profit organizations serving older adults and other dependent persons.

ARTICLE IV
POWERS AND AUTHORITY

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

(a) To manage not for profit facilities, organizations, or other community service agencies that serve the physical, social and psychological needs of older adults and other dependent persons.

(b) To provide consulting, accounting, or other services to not for profit organizations;

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

(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) The Corporation is irrevocably dedicated to, and operated exclusively for, not-for-profit purposes, and, except as permitted by the laws of the State of Florida and the Internal Revenue Code, no part of the income or assets of the Corporation shall be distributed to, nor inure to, the benefit of any director, officer or employee of the Corporation, contributor, or private individual. No profits or dividends shall ever come to the members of the Board of Directors or their associates or successors and the Corporation shall have no capital stock. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission and purpose set forth in Article III.

(f) This Corporation may donate services to other not-for-profit organizations.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors elected by the Members of the Corporation in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time by the Board of Directors.

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 by directors in attending meetings of the Board of Directors.

The initial Directors and the initial terms for which each will serve, are set below with terms ending December 31 of the year noted:

James Bogner	2000	W. W. Gay	2001
J. Shepard Bryan	2000	Ballard Simmons	2001
Mildred McGlamery	2000	Richard Sturm	2001
Wm. Middlebrooks	2000	James White	2001
John Milton V	2000	John Barr	2002
Eugenia Shannon	2000		

ALL DIRECTORS ARE LOCATED AT: 80 WEST LUCERNE CIRCLE, ORLANDO, FLORIDA 32801

In the event of a vacancy occurring on the Board of Directors, the Membership of the Corporation shall have the power to elect a Director to fill out the unexpired term at a regular or special meeting.

The Board of Directors shall elect a Chairman of the Board in accordance with the Bylaws. The chairman so elected shall continue in office until a successor is elected.

ARTICLE VI
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. The officers of the Corporation may, but need not be, members of the Board of Directors.

The initial officers of the Corporation shall be as follows:

President	W. W. Gay
Executive Vice President	James F. Emerson
Treasurer	Henry T. Keith
Secretary	James B. Bogner
Assistant Secretary	Donna M. Smaage

ALL OFFICERS ARE LOCATED AT: 80 WEST LUCERNE CIRCLE, ORLANDO, FLORIDA 32801

Such individuals shall serve as officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation and until their successors have been elected and qualified.

ARTICLE VII 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 of Directors, or at a special meeting called for such purpose, and shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE VIII DISSOLUTION

In the event of 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 the Presbyterian Retirement Communities Foundation, Inc. or its successors.

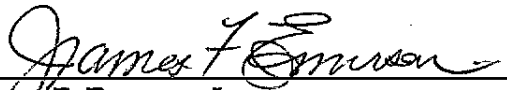
Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a Corporation, contributions to which are deductible under section 170(b)(2) of the Internal Revenue Code of 1986 or under any other corresponding provision of any future United States Internal Revenue law.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation may be amended or restated by a vote of the majority of the Board of Directors, a quorum being present at any regular or special meeting of the Board of Directors, provided 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 Directors.

The name and address of the incorporator is James F. Emerson, 80 West Lucerne Circle, Orlando, Florida 32801.

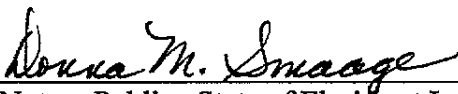
Dated this 30th day of July, 1999.


James F. Emerson, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared JAMES F. EMERSON well known to me and they acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 30th day of July, 1999.

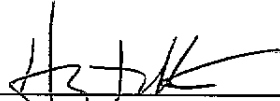

Notary Public, State of Florida at Large



Westminster Services, Inc.
Articles of Incorporation
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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, Treasurer

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA