

N99000004573

WESTMINSTER SERVICES, INC.
Requestor's Name

80 WEST LUCERNE CIRCLE
Address

ORLANDO, FL 32801
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WESTMINSTER SERVICES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 99 AUG 26 AM 11:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Amend

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 TALLAHASSEE, FLORIDA

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Examiner's Initials DDR

Shutka

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Westminster Services, Inc.

(present name)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The document was amended to more adequately identify the charitable purpose of the organization.

X **SECOND:** The date of adoption of the amendment(s) was: August 20, 1999

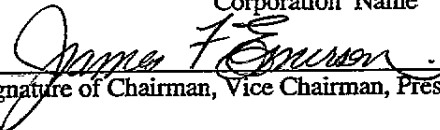
THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Westminster Services, Inc.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

James F. Emerson

Typed or printed name

Executive Vice President

Title

August 23, 1999

Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTMINSTER SERVICES, INC.

WESTMINSTER SERVICES, INC., a Corporation not for profit organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Executive Vice President, JAMES F. EMERSON, and its Assistant Corporate Secretary, DONNA M. SMAAGE, hereby certify that the Restated and Amended Articles of Incorporation were approved by affirmative vote of the Board of Directors on August 20, 1999.

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 Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific 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.

The mission and purpose of the Corporation shall be to provide management, education 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) 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. 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. 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.

(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 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.

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.

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.

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

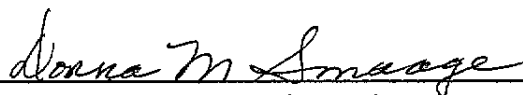
Upon dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the residual assets of the Corporation shall be distributed to the Presbyterian Retirement Communities Foundation, Inc., so long as such Foundation shall be exempt from the 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 to 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 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 IX
AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors provided that any such amendment shall be approved by the Members 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 Directors.

WESTMINSTER SERVICES, INC.

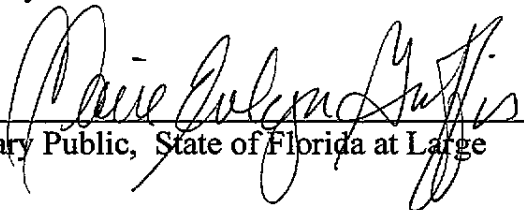
By: 
James F. Emerson, Executive Vice President

Attest: 
Donna M. Smaage, Assistant Secretary

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 and DONNA M. SMAAGE, well known to me, and they acknowledged executing the foregoing Amended and Restated Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 26th day of August, 1999.




Notary Public, State of Florida at Large



Claire Evelyn Griffis
My Commission CC656879
Expires August 01, 2001

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