

N99000004573

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

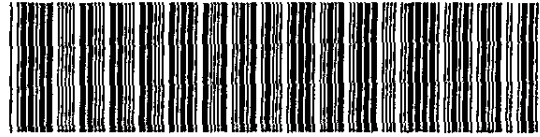
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Amend/Restated
cc/cus
(10) 1.31.05



300045297123

05 JAN 27 2005 4:30 PM

FILED
05 JAN 27 PM 4:30
TALLAHASSEE, FLORIDA
OFFICE OF THE CLERK
STATE OF FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
05 JAN 27 PM 4:30
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: Westminster Services, Inc.

DOCUMENT NUMBER: N99000004573

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James F. Emerson
(Name of Contact Person)

Westminster Services, Inc.
(Firm/ Company)

80 West Lucerne Circle
(Address)

Orlando, Florida 32801
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

James F. Emerson at (407-839)-5050
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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

FILED
05 JAN 27 PM 4:30
TALLAHASSEE, FLORIDA

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 hand of its Executive Vice President, JAMES F. EMERSON, hereby certifies that the Restated and Amended Articles of Incorporation were approved by affirmative vote of the Board of Directors on January 20, 2005.

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 the not for profit 501(c)(3) organizations, Westminster Retirement Communities, Inc., and its affiliates, and Presbyterian Retirement Communities, Inc., and its affiliates, 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

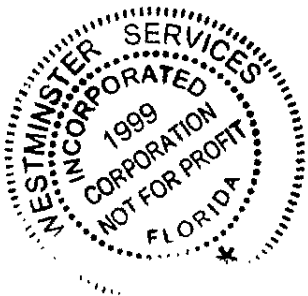
Upon dissolution of the Corporation, after paying or making provision for the payment of all known liabilities of the Corporation, the residual assets of the Corporation shall be distributed to the Presbyterian Retirement Communities Foundation, Inc., so long as such Foundation shall be exempt from the 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*
James F. Emerson, Executive Vice President



The date of adoption of the amendment(s) was: January 20, 2005

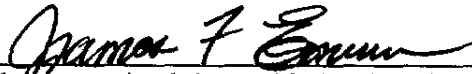
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (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.

Signed this 25th day of January, 2005.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

James F. Emerson

(Typed or printed name of person signing)

Executive Vice President

(Title of person signing)

FILING FEE: \$35