

ARTICLES OF INCORPORATION

OF
STATE DEPARTMENT OF ASSESSMENTS
NATIONAL CONTINUING CARE RESIDENTS ASSOCIATION, INC.

APPROVED FOR RECORD

THIS IS TO CERTIFY THAT:

2/19/99 at 8:49 A.M.

FIRST: The undersigned, EDWARD L. BLANTON, JR., whose post office address is 404 Allegheny Avenue, Baltimore, Maryland 21204, a resident of the State of Maryland being at least twenty-one (21) years of age, does hereby constitute himself an incorporator with the purpose of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called the "Corporation") is

NATIONAL CONTINUING CARE RESIDENTS ASSOCIATION, INC. 4

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To foster and encourage the continuing care residential community concept as society's provision for those citizens who prefer to age in place; to enhance the financial security and quality of life of continuing care retirement (CCRC) residents throughout the United States, and to that end, to carry on such educational and charitable activities as should be necessary to inform, directly by application of the assets of the Corporation, or indirectly by contribution from such assets to such persons, trusts, funds, or foundations whose purposes are exclusively educational, public or charitable.

(b) To take and to hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person for any of the purposes herein set forth any property, real, personal or mixed, or any undivided interest therein, without limitation as to amount or value; to convey, sell or otherwise dispose of such property; and to invest, reinvest and deal with the same in such manner, as in the judgement of the Corporation shall best promote the purposes of the Corporation, subject to

such limitations, if any, as are set forth in statutes applicable thereto, but without and free from restrictions applicable to trustees or trust funds;

(c) To acquire real or personal property, whether tangible or intangible, by purchase or otherwise, to be held, bought, sold, exchanged, conveyed, leased, pledged, mortgaged or otherwise encumbered; and to exercise any and all rights, powers and privileges of any individual holder thereof in order to further the charitable, educational and public purposes of the Corporation;

(d) To disburse the net income of the Corporation, after reserving sufficient funds to provide for normal budgeted expenses of the Corporation's ongoing activities, to the activities of educational institutions, government and community agencies devoted to activities which enhance the availability of resources utilized by its membership;

(e) In general, to carry on any other activity connected with or incidental to the foregoing purposes and to have and to exercise all powers conferred by the general laws of the State of Maryland upon non-stock corporations.

The foregoing clauses shall be construed both as objectives and as purposes and shall be deemed to be cumulative, and none of them shall be deemed as restricting or limiting the other.

FOURTH: The Corporation is to have members. The Corporation is not authorized to issue capital stock.

FIFTH: The members of the Corporation shall be divided into classes from time to time as prescribed in the By-laws of the Corporation.

SIXTH: The directors shall be elected in the manner provided in the By-laws.

SEVENTH: The Corporation shall be strictly a non-profit and non-political organization, and no part of the assets or income of the corporation shall enure to any member or officer, except as compensation for specific duties performed

under the direction of others in authority. Upon final dissolution or liquidation of the Corporation, the remaining assets of the Corporation shall be distributed in such manner consistent with its purposes as the Corporation shall specify, to those educational, charitable, or public organizations, as are then exempt from taxation under the provision of Section 501(c)(3) of the Internal Revenue Code.

EIGHTH: The address, including street and number, of the Corporation's principal place of business is Apt. B-2, 13801 York Road, Hunt Valley, Maryland, 21030. The name of the Corporation's Resident Agent is Robert M. Sparks, whose address is Apt. B-2, 13801 York Road, Hunt Valley, Maryland, 21030.

NINTH: The number of directors constituting the initial board of directors is ten (10), which number may be increased and thereafter decreased as permitted in the By-laws, but shall never be more than fifty (50). The names and addresses, including street and number of the persons who are to serve as the initial directors until such time as their successors be elected and qualified are:

NAMES

ADDRESSES

Milton L. Brummer

1001 Carpenter's Way, B-406
Lakeland, Florida 33809

Elma Kreps

446 Bethany Drive
Mechanicsburg, Pennsylvania 17055

Walter R. Crawford

1001 Carpenter's Way, J-420
Lakeland, Florida 33809-3914

Dorothy "Mimi" Moore

13801 York Road, D6
Hunt Valley, Maryland 21030

Robert M. Sparks

13801 York Road, B2
Hunt Valley, Maryland 21030

Harry E. Groves

276 Carolina Meadows, Villa
Chapel Hill, North Carolina 27514

James D. Transue

501 Portola Road, Box 8108
Portola Valley, California 94028

John Veblen

6720 E. Green Lake Way, N 916
Seattle, Washington 98103

John H. Cook

3324 Applewood Drive
Freehold, New Jersey 27514

Dr. Alice Scates

5400 Vantage Point Road, Apt. 1006
Columbia, Maryland 21044

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, these Articles of Incorporation were signed on the 11th day of February, 1999.

WITNESS:

Esabets Vecchiarelli

Edward L. Blanton, Jr. (SEAL)
Edward L. Blanton, Jr.

CONSENT OF RESIDENT AGENT

I HEREBY CONSENT to serve as Resident Agent of the National Continuing Care Residents Association.

Robert M. Sparks
Robert M. Sparks

VERIFICATION

I do solemnly swear and affirm under the penalties of perjury that the contents of the foregoing document are true and correct to the best of my knowledge, information and belief.

Edward L. Blanton, Jr.
Edward L. Blanton, Jr.

7

**MEMORANDUM OF UNANIMOUS CONSENT OF THE
BOARD OF DIRECTORS OF
NATIONAL CONTINUING CARE RESIDENTS ASSOCIATION, INC.**

This constitutes a memorandum of informal action taken by the Directors of National Continuing Care Residents Association, Inc., as authorized by Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland:

The Articles of Incorporation of National Continuing Care Residents Association, Inc., be and the same hereby is amended to replace Article SEVEN in its entirety with the following language:

“Said organization is organized 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 consent of each of the Directors to the foregoing is evidenced by their
signature affixed hereto as of the 25th day of July, 2000.

Milton L. Brummer
Milton L. Brummer, President

Walter R. Crawford
Walter R. Crawford, Treasurer

Marion S. Barnett
Marion Barnett, Secretary

Barbara Krings
Barbara Krings, Director

John H. Cook
John H. Cook, Director

Elma Kreps
Elma Kreps, Vice President

Harry E. Groves
Harry E. Groves, Director

Robert M. Sparks
Robert M. Sparks, Director

Richard H. Spencer
Richard H. Spencer, Director

Alice Scates
Dr. Alice Scates, Director

YLAND

MENT OF
SMENTS AND TAXATION

ER DIVISION



ARRIS N. GLENDENING, GOVERNOR

RONALD W. WINEHOLT, DIRECTOR

PAUL B. ANDERSON, ADMINISTRATOR

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 53

P.A. _____ Religious _____ Close _____ Stock ☒ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
31	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
32	_____	Rec. Fee (Amendment)
33	_____	Rec. Fee (Merger, Consol.)
34	_____	Rec. Fee (Transfer)
35	_____	Rec. Fee (Revival)
35	_____	Rec. Fee (Dissolution)
75	_____	Special Fee
73	_____	Certificate of Conveyance
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
70	_____	Change of P.O., R.A. or R.A.A.
31	_____	Corp. Good Standing
600	_____	Returns
52	_____	Foreign Qualification
NA	_____	Foreign Registration
51	_____	Foreign Name Registration
53	_____	Foreign Resolution
54	_____	For. Supplemental Cert.
56	_____	Penalty
50	_____	Cert. of Qual. or Reg.
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
86	_____	For. Limited Partnership
87	_____	Amend/Cancellation, For. Limited Part.
87	_____	Limited Part. Good Standing
67	_____	Cert. Limited Liability Partnership
68	_____	LLP Amendment - Domestic
69	_____	Foreign Limited Liability Partnership
74	_____	LLP Amendment - Foreign
nn	_____	Art. of Organization (LLC)

(New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent and Resident Agent's Address
 _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s) _____

CODE _____

ATTENTION: _____

Elizabeth Vecchione

MAIL TO ADDRESS: _____

c/o Edward Blanton Jr.

10 Expedited Fee
31 Rec. Fee (Arts. of Inc.)
20 Organ. & Capitalization
32 Rec. Fee (Amendment)
33 Rec. Fee (Merger, Consol.)
34 Rec. Fee (Transfer)
35 Rec. Fee (Revival)
65 Rec. Fee (Dissolution)
75 Special Fee
73 Certificate of Conveyance

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
70 Change of P.O., R.A. or R.A.A.
31 Corp. Good Standing

600 Returns

52 Foreign Qualification
NA Foreign Registration
51 Foreign Name Registration
53 Foreign Resolution
54 For. Supplemental Cert.
56 Penalty
50 Cert. of Qual. or Reg.
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
86 For. Limited Partnership
87 Amend/Cancellation, For. Limited Part.
87 Limited Part. Good Standing
67 Cert. Limited Liability Partnership
68 LLP Amendment - Domestic
69 Foreign Limited Liability Partnership
74 LLP Amendment - Foreign
99 Art. of Organization (LLC)
98 LLC Amend, Diss, Continuation
97 LLC Cancellation.
96 Registration Foreign LLC
94 Foreign LLC Supplemental
92 LLC Good Standing (short)
13 10 1 Certified Copy
Other

TOTAL FEES 50 Credit Card
Check Cash

Documents on Checks

APPROV.

BY: *HW*

Room 801 - 301 West Preston Street - Baltimore, Maryland 21201

Phone: (410) 767-1350 - Fax: (410) 333-7097 - TTY users call Maryland Relay 1-800-735-2258

(New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent
Designation of Resident Agent and Resident Agent's Address
Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE

ATTENTION:

Elizabeth Vecchione

MAIL TO ADDRESS:

c/o Edward Blanton Jr
404 Allegheny Ave
Balto Md 21204

I.D. NO# D5222104
ACKN. NO. - 162C3122289
NATIONAL CONTINUING CARE RESIDENT
S ASSOCIATION, INC.

02/19/99 AT 08:49 A.M.