

# Husch & Eppenberger

Attorneys and Counselors at Law

100 N. Broadway  
Suite 1300  
St. Louis, Missouri 63102  
fax: 314-421-0239  
314-421-4800

02/04/97 Direct Dial No:  
W. Bruce Springer (314) 622-0637

February 27, 1997

HAND DELIVERED

Missouri Public Service Commission  
Attn: Executive Secretary  
Truman Office Building  
301 West High, Room 530  
Jefferson City, MO 65101

FILED  
FEB 28 1997  
MISSOURI  
PUBLIC SERVICE COMMISSION

Gentlemen:

We file herewith an original and 14 copies of the Application for Certificate of Service Authority to Provide Shared Tenant Services in the State of Missouri on behalf of applicant, Friendship Village of West County.

If you have any questions or comments, please contact the undersigned or my colleague Ms. Amanda Bartlett Mook in Jefferson City at Monroe House Suite 300, 235 East High Street, Jefferson City, Missouri 65101.

Very truly yours,

  
W. Bruce Springer

cc: Office of the Public Counsel  
Legal Department of Southwestern Bell  
Corporation

STL-543944.01

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

IN THE MATTER OF THE APPLICATION OF )  
Friendship Village of West County )  
(Name of Applicant) )  
FOR CERTIFICATE OF SERVICE AUTHORITY )  
TO PROVIDE SHARED TENANT SERVICES )  
WITHIN THE STATE OF MISSOURI. )

TA-97-353

FILED  
FEB 28 1997  
MISSOURI  
PUBLIC SERVICE COMMISSION

APPLICATION FOR CERTIFICATE OF SERVICE  
AUTHORITY TO PROVIDE SHARED TENANT SERVICES  
IN THE STATE OF MISSOURI

PLEASE PRINT OR TYPE

1. NAME OF APPLICANT	DATE OF APPLICATION
<u>Friendship Village of West County</u>	<u>October 31, 1996</u>
2. ADDRESS OF PRINCIPAL PLACE OF BUSINESS;	CONTACT PERSON WHO CAN RESPOND TO COMMISSION QUESTIONS;
STREET <u>15201 Olive</u>	NAME <u>Tim Cain</u>
CITY <u>Chesterfield</u>	ADDRESS <u>15201 Olive</u>
STATE <u>MO</u> ZIP <u>63017</u>	DAYTIME PHONE <u>(314) 532-1515</u>

3. APPLICANT IS;
- INDIVIDUAL DOING BUSINESS UNDER OWN NAME
  - INDIVIDUAL DOING BUSINESS UNDER FICTITIOUS NAME (ATTACH A COPY OF REGISTRATION OF FICTITIOUS NAME WITH SECRETARY OF STATE)
  - PARTNERSHIP (ATTACH COPY OF PARTNERSHIP AGREEMENT - (MISSOURI BAR ATTORNEY MUST FILE THE APPLICATION)
  - MISSOURI CORPORATION (ATTACH CERTIFIED COPY OF ARTICLES OF INCORPORATION AND CERTIFICATE OF INCORPORATION FROM SECRETARY OF STATE - (MISSOURI BAR ATTORNEY MUST FILE THE APPLICATION)
  - CORPORATION - NOT MISSOURI (ATTACH CERTIFICATE OF AUTHORIZATION TO DO BUSINESS IN MISSOURI FROM SECRETARY OF STATE - (MISSOURI BAR ATTORNEY MUST FILE THE APPLICATION)

4. APPLICANT PROPOSES TO PROVIDE SHARED TENANT SERVICES (STS) IN THE STATE OF MISSOURI UNDER THE JURISDICTION OF THE MISSOURI PUBLIC SERVICE COMMISSION PURSUANT TO SECTIONS 392.410 AND 392.520 C.C.S. § 360. APPLICANT REQUESTS CERTIFICATE OF SERVICE AUTHORITY TO INSTALL, OWN, OPERATE, CONTROL, MANAGE AND MAINTAIN SHARED TENANT SERVICES AS DESCRIBED ON THE ATTACHED CONTINUATION SHEETS.

\*\* Attach one continuation sheet for each location to be served.\*\*

TOTAL NUMBER OF LOCATIONS TO BE SERVED 1

5. APPLICANT AGREES THAT THE CERTIFICATE OF SERVICE AUTHORITY WILL AUTHORIZE PROVISION ONLY OF SHARED TENANT SERVICES IN THE STATE OF MISSOURI AND DOES NOT AUTHORIZE PROVISION OF ANY OTHER TELECOMMUNICATIONS SERVICES.
6. APPLICANT AGREES TO NOTIFY TENANTS IN ADVANCE OF SUBSCRIBING TO STS THAT LOCAL EXCHANGE ACCESS SERVICE MAY NOT BE IMMEDIATELY AVAILABLE IF STS IS TERMINATED AT THE LOCATION.
7. APPLICANT AGREES TO NOTIFY THE COMMISSION IF STS IS DISCONTINUED AT A LOCATION, AND STATE THE DATE NOTICE WAS GIVEN TO THE LOCAL EXCHANGE COMPANY.
8. APPLICANT REQUESTS THAT THIS CERTIFICATE OF SERVICE AUTHORITY BE MADE APPLICABLE TO ADDITIONAL LOCATIONS WHICH MAY BE SERVED BY THE APPLICANT IN THE FUTURE. HOWEVER, THE APPLICANT MUST UPDATE PARAGRAPH FOUR (4) OF THIS APPLICATION AND FILE ADDITIONAL CONTINUATION SHEETS AT LEAST SIXTY (60) DAYS PRIOR TO THE ANTICIPATED ESTABLISHMENT OF STS AT EACH ADDITIONAL LOCATION. THE APPLICANT RECOGNIZES THAT THIS PARAGRAPH EIGHT (8) IN NO WAY CONSTITUTES A WAIVER OF THE SINGLE BUILDING OR LESS REQUIREMENT.
9. APPLICANT AGREES TO PROVIDE ANNUAL REPORTS TO THE COMMISSION LISTING ALL PREMISES SERVED AND OTHER INFORMATION REQUIRED BY THE COMMISSION.
10. APPLICANT AGREES TO COMPLY WITH ALL MISSOURI PUBLIC SERVICE COMMISSION RULES AND REGULATIONS WHICH ARE APPLICABLE TO PROVIDERS OF SHARED TENANT SERVICES.
11. APPLICANT UNDERSTANDS THAT AN AUTHORIZATION TO PROVIDE SHARED TENANT SERVICES IS NOT TRANSFERABLE.
12. APPLICANT UNDERSTANDS THAT PROVIDING SHARED TENANT SERVICES WITHOUT A CERTIFICATE OF SERVICE AUTHORITY OR IN VIOLATION OF THE TERMS AND CONDITIONS PRESCRIBED FOR THE PROVISION OF SUCH SERVICE MAY SUBJECT APPLICANT TO PENALTIES AS PROVIDED FOR BY LAW.
13. APPLICANT FURTHER AGREES TO NOTIFY THE MISSOURI PUBLIC SERVICE COMMISSION IF, FOR ANY REASON, APPLICANT CEASES TO PROVIDE SHARED TENANT SERVICE IN THE STATE OF MISSOURI.
14. ~~UNLESS AND UNTIL OTHERWISE ORDERED BY THE COMMISSION, APPLICANT AGREES TO PAY ITS ANNUAL APPORTIONED SHARE OF GENERAL REGULATORY EXPENDITURES THAT ARE CHARGED TO TELEPHONE COMPANIES PURSUANT TO SECTION 393.370 RSMO~~
15. APPLICANT AGREES TO COOPERATE WITH STAFF IN PROVIDING ADDITIONAL INFORMATION WHICH MAY BE NEEDED TO PROCESS THIS APPLICATION. IN ADDITION, APPLICANT AGREES TO MAINTAIN THE INFORMATION LISTED ON PAGE 3 HERETO, AND UNDERSTANDS THAT IT MAY BE REQUIRED TO SUPPLY THAT INFORMATION TO THE COMMISSION OR ITS STAFF AT A LATER DATE.
16. APPLICATION SHOULD BE MAILED TO;

MISSOURI PUBLIC SERVICE COMMISSION  
P.O. BOX 360  
JEFFERSON CITY, MO 65102  
(Original and 14 copies)

OFFICE OF THE PUBLIC COUNSEL  
P.O. BOX 7800  
JEFFERSON CITY, MO 65102  
(One copy)

LEGAL DEPARTMENT OF THE LOCAL EXCHANGE COMPANY WHICH WOULD SERVE THE SHARED TENANT SERVICES LOCATION (ONE COPY)

17. IF APPLICANT FORESEES ANY PROBLEM IN RETAINING AND/OR PROVIDING THE FOLLOWING INFORMATION TO THE COMMISSION, PLEASE PUT AN X IN FRONT OF THE LETTER AND EXPLAIN THE PROBLEM OR PROVIDE COMMENTS IN THE SPACE FOLLOWING THE ITEM. ATTACH ADDITIONAL SHEETS IF NEEDED.

- .... A. A COMPLETE DESCRIPTION OF ALL PROPOSED TELECOMMUNICATION SERVICES TO BE OFFERED AT EACH LOCATION.
- .... B. A COMPLETE DESCRIPTION OF ANY NON-TELECOMMUNICATION SERVICES OFFERED BY THE APPLICANT AT EACH LOCATION.
- .... C. A COPY OF ANY CONTRACT(S) THE APPLICANT INTENDS TO USE WITH ITS TENANTS.
- .... D. A COPY OF ANY CONTRACT(S) THE APPLICANT INTENDS TO SIGN WITH THE LOCAL EXCHANGE COMPANY.
- .... E. A DESCRIPTION OF THE TYPE OF STS TECHNOLOGY USED (I.E., TYPE OF PBX, PARTITIONED, ETC.) AT EACH LOCATION.
- .... F. AN ANNUAL LISTING OF ANY STS RELATED COMPLAINTS FROM TENANTS, WHICH WOULD ALSO SPECIFY THE NATURE OF THE COMPLAINT.
- .... G. DESCRIPTION OF THE FORM OF INTERCONNECTION USED TO PROVIDE TOLL SERVICE TO TENANTS (e.g., DIRECT TRUNKS TO THE INTEREXCHANGE CARRIER
- .... H. A COPY OF THE NOTICE USED BY THE APPLICANT TO TENANTS THAT LOCAL EXCHANGE ACCESS LINE SERVICE MAY NOT BE IMMEDIATELY AVAILABLE IF STS IS TERMINATED AT THE LOCATION.
- .... I. RATES CHARGED BY THE APPLICANT AT EACH LOCATION.
- .... J. THE TOTAL NUMBER OF TENANTS AND CORRESPONDING STATIONS SERVED AT EACH LOCATION.

18. LOCATION TO BE SERVED:  
(Street Address)

Friendship Village of West County  
15201 Olive  
Chesterfield, MO 63017

19. DESCRIPTION OF PREMISES;  
(Offices, Hospital, Etc.)

Retirement Apartments / Nursing Home.

20. NAME AND ADDRESS OF BUILDING OWNER:

Friendship Village of West County, ~~MO~~  
15201 Olive  
Chesterfield, MO 63017

21. IF APPLICANT IS NOT BUILDING OWNER, HAS APPLICANT RECEIVED FORMAL AUTHORIZATION FROM THE BUILDING OWNER(S) TO PROVIDE STS?  
\_\_\_\_\_ Yes \_\_\_\_\_ No

22. DOES THE LOCAL EXCHANGE COMPANY OWN THE BUILDING'S RISER CABLE?  
 Yes \_\_\_\_\_ No (IF NO, ANSWER QUESTIONS 22A - 22E)

A. NAME AND ADDRESS OF OWNER OF RISER CABLE;

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

B. DOES THE INSIDE WIRING CONFORM WITH LOCAL EXCHANGE COMPANY STANDARDS? \_\_\_\_\_ Yes \_\_\_\_\_ No

C. WOULD LOCAL EXCHANGE COMPANY HAVE ACCESS TO CABLING TO SERVE TENANTS REQUESTING DIRECT SERVICE FROM THEM? \_\_\_\_\_ Yes \_\_\_\_\_ No

D. WOULD THE CABLE'S OWNER CHARGE THE LOCAL EXCHANGE COMPANY FOR THE USE OF THIS CABLING? \_\_\_\_\_ Yes \_\_\_\_\_ No

E. IF SO, WHAT WOULD BE THE MAXIMUM RATE; \_\_\_\_\_

WHEREFORE, APPLICANT REQUESTS THE MISSOURI PUBLIC SERVICE COMMISSION TO GRANT ITS CERTIFICATE OF SERVICE AUTHORITY TO APPLICANT TO INSTALL, OWN, OPERATE, CONTROL, MANAGE AND MAINTAIN SHARED TENANT SERVICES IN THE STATE OF MISSOURI AS DESCRIBED ABOVE.

SIGN HERE; TC  
PRINT OR TYPE NAME; Tim Cain  
ADDRESS; 15201 Olive  
Chesterfield, MO. 63017

STATE OF Missouri  
COUNTY OF St. Louis

COMES NOW BEFORE ME Tim Cain, AND STATES THAT (S)HE IS Administrator of Friendship Village of West City  
(Name of person signing application) (Title of person signing application) (Name of Applicant)  
APPLICANT HEREIN, AND FURTHER STATES THAT THE INFORMATION CONTAINED IN THIS APPLICATION IS ACCURATE TO THE BEST OF HER (HIS) INFORMATION AND BELIEF..

SIGN HERE Vicki L. Cox

SUBSCRIBED AND SWORN TO BEFORE ME THIS 7th DAY OF November, 1996  
Vicki L. Cox  
(Notary Public)

MY COMMISSION EXPIRES Sept. 15, 1998

VICKI L. COX  
Notary Public—Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: Sept. 15, 1998

**\*\*IMPORTANT\*\***

APPLICATION MUST BE SIGNED AND NOTARIZED TO BE PROCESSED.  
CONTINUATION SHEET(S) AND PAGES 1, 2 AND 3 MUST BE ATTACHED.  
APPROPRIATE DOCUMENTATION FROM THE SECRETARY OF STATE MUST BE INCLUDED.  
AN ATTORNEY MUST FILE THE APPLICATION FOR CORPORATIONS AND PARTNERSHIPS.

HUSCH & EPPENBERGER

By: W. Bruce Spriner  
W. Bruce Spriner MO BAR #24330  
100 North Broadway, Suite 1300  
St. Louis, MO 63102  
(314) 421-4800  
Attorneys for Friendship Village  
of West County

STATE OF MISSOURI     )  
                                  ) SS.  
CITY OF ST. LOUIS     )

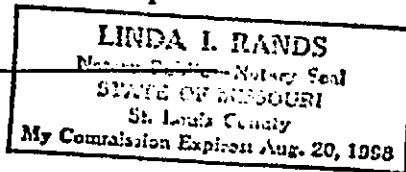
Comes now before me W. BRUCE SPRINGER, and states that he is a partner of Husch & Eppenberger, a partnership, and that Husch & Eppenberger are attorneys for Friendship Village of West County, the applicant herein, and further states that he is authorized to subscribe and file this application for and on behalf of Friendship Village of West County and that the information contained in this application is accurate to the best of his information and belief.

Linda I. Rands  
Notary Public

Subscribed and sworn to before me this 27th day of February, 1997.

Linda I. Rands  
Notary Public

My Commission Expires:



# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF CORPORATE RECORDS

FRIENDSHIP VILLAGE OF WEST COUNTY

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 26TH DAY OF FEBRUARY, 1997.

*Rebecca McDowell Cook*  
Secretary of State





# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

## Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of \_\_\_\_\_  
EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

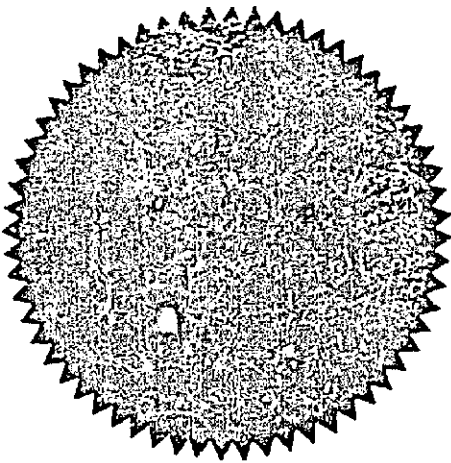
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare \_\_\_\_\_  
EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is \_\_\_\_\_  
1000 Gravois, St. Louis 63123

and that its period of existence is \_\_\_\_\_ perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 10th day of September, 19 73

James C. Kirkpatrick  
Secretary of State



RECEIVED OF: EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

Ten and no/----- Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No..... NP 14316

Dorothy Mae Miller  
Deputy Collector of Revenue

ARTICLES OF INCORPORATION

OF

EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

TO: The Honorable James C. Kirkpatrick  
Secretary of State  
State of Missouri  
Jefferson City, Missouri 65101

We, the undersigned:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY &amp; STATE</u>
Richard M. Reilly	412 S. Elm	Webster Groves, Mo.
Russell W. Boettcher	1517 McCausland	St. Louis, Mo.
David F. Winter	629 Meadow Ridge Lane	Kirkwood, Mo.
Frederick W. Bovey	8655 Landmark Court	Hazelwood, Mo.
Robert E. Rill	4537 Mooncrest Drive	St. Louis, Mo.
James Rankin, Jr.	9470 Eddie & Park Rd.	St. Louis, Mo.

being natural persons of the age of 21 years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not-For-Profit Corporation Law" of the State of Missouri, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: Evangelical Retirement Homes of Greater St. Louis, Inc.
2. The period of duration of the corporation is: Perpetual..
3. The address of its initial registered office in the State of Missouri is: 10000 Gravois; P. O. Box 20, St. Louis, Missouri, 63123; and the name of its initial registered agent at said address is: Richard M. Reilly.....
4. The first Board of Directors shall be six in number, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY &amp; STATE</u>
Richard M. Reilly	412 S. Elm	Webster Groves, Mo.
Russell W. Boettcher	1517 McCausland	St. Louis, Mo.
David F. Winter	629 Meadow Ridge Lane	Kirkwood, Mo.
Frederick W. Bovey	8655 Landmark Court	Hazelwood, Mo.
Robert E. Rill	4537 Mooncrest Drive	St. Louis, Mo.
James Rankin, Jr.	9470 Eddie & Park Rd.	St. Louis, Mo.

5. This corporation is organized and operated exclusively for charitable purposes, including, but

only for such purposes, the operation and maintenance of a home for the aged which is designed to satisfy the housing, health care and financial security needs of aged persons in the community.

6. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any private individual, but the corporation 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 5 hereof. It is intended that this corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under § 501 (c) (3) of the Internal Revenue Code of 1954 and which is other than a private foundation as defined in § 509 of the Internal Revenue Code of 1954, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. Any reference in these Articles to a section of the

Internal Revenue Code shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law.

7. On the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes of the corporation set forth in Article 5 hereof in such manner or to such qualified organization or organizations as the Board of Directors shall determine. An organization is a "qualified organization," only if at the time of receiving such assets it is operated exclusively for the purposes described in § 170 (c) (2) (B) of the Internal Revenue Code of 1954, is or is treated as an organization described in § 501 (c) (3) of the Internal Revenue Code of 1954 and agrees to apply and devote such assets for the aforesaid purposes of the corporation. Any such distribution shall only be as authorized under the "General Not-For-Profit Corporation Law" of the State of Missouri.

IN WITNESS WHEREOF, the undersigned have subscribed their names this 4<sup>th</sup> day of September, 1973.

Richard M. Reilly  
RICHARD M. REILLY

Russell W. Boettcher  
RUSSELL W. BOETTCHER

David F. Winter  
DAVID F. WINTER

Frederick W. Bovey  
FREDERICK W. BOVEY

Robert E. Rill  
ROBERT E. RILL

James Rankin Jr.  
JAMES RANKIN, JR.

STATE OF MISSOURI )  
                          ) SS.  
COUNTY OF ST. LOUIS)

I, J. William Newbold, notary public, do hereby certify that on the 4<sup>th</sup> day of September, 1973, Richard M. Reilly, Russell W. Boettcher, David F. Winter, Frederick W. Bovey, Robert E. Rill, James Rankin, Jr. personally appeared before me and being first duly sworn by me severally acknowledge

that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declare that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



*J. William Powell*  
Notary Public

My Commission Expires:

*May 14, 1976*

J. WILLIAM POWELL  
My Commission Expires May 13th, 1976

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

SEP 10 1973

*James G. ...*

Corporation Dept. SECRETARY OF STATE



STATE of MISSOURI  
JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment  
of a  
General Not For Profit Corporation

WHEREAS, EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.  
a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 11 day of February, 19 74.

*James Kirkpatrick*  
Secretary of State

Deputy Secretary of State

RECEIVED OF: EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

Five and 10/100 - - - - - Dollars \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

*Dorothy Mae Miller*  
Deputy Collector of Revenue

NP-14516

No. ....

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is: Evangelical Retirement Homes of Greater St. Louis, Inc.

2. There are no members having voting rights with respect to amendments.

3. At a meeting of directors (members having no voting rights with respect to amendments) held on January 31, 1974, the same receiving the votes of a majority of directors then in office, the following amendments were adopted in the manner prescribed by the "General Not for Profit Corporation Law" of the State of Missouri:

(a) Article 3 of the Articles of Incorporation of the corporation is hereby deleted in its entirety, and a new Article 3 is hereby substituted in lieu thereof, which new Article 3 reads as follows:

"3. The address of its registered office in the State of Missouri is: 295 Hanley Industrial Court, in the City of Brentwood, County of St. Louis, State of Missouri, 63144, and the name of its registered agent at said address is: James Rankin, Jr."

(b) Article 6 of the Articles of Incorporation of the corporation is hereby amended, by adding the following sentences thereto, at the end thereof:

"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, nor 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, 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 of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law); or

(b) By a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law)."

(c) The Articles of Incorporation of the corporation are hereby amended by adding a new Section 8 to said Articles of Incorporation, which new Section 8 shall read as follows:

"8. The corporation shall not have members as such, but, in lieu thereof, shall have only a self-perpetuating Board of Directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers and privileges of the directors shall be fixed by the By-Laws. The By-Laws of the corporation may, from time to time, be altered, amended, suspended or repealed, or new By-Laws may be adopted, by a resolution adopted by three-fourths (3/4) of the Board of Directors at a meeting thereof, so long as they are not inconsistent with the provisions of these Articles. The first Board of Directors shall be vested with the power and authority to adopt the initial By-Laws of the corporation. The number of members of the Board of Directors shall be fixed by the By-Laws, as amended from time to time, and, at any time after the adoption of the initial By-Laws, the number of directors may be increased or decreased, from time to time, by amendment to the By-Laws in accordance with the applicable laws of the State of Missouri."

(d) The Articles of Incorporation of the corporation are hereby amended by adding a new Section 9 at the end thereof, which Section 9 shall read as follows:

"9. The corporation shall have the power to do any and all act or acts, thing or things, necessary to or incidental to the accomplishment of the purposes hereinabove set forth, and generally to do any and all things not herein specifically enumerated which may tend to promote the purposes hereinbefore set forth, provided that such act or thing is permitted to corporations organized under the laws of the State of Missouri by the General Not for Profit Corporation Law of Missouri, and permitted under the Internal Revenue Laws of the United States to an organization described in Section 501(c) (3) of the Internal Revenue

Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law)."

(e) The Articles of Incorporation of the corporation are hereby amended by adding a new Section 10 at the end thereof, which Section 10 shall read as follows:

"10. Any provision contained in these Articles may be altered, amended, or repealed, or new provisions may be added, upon receiving the affirmative vote of a majority of the full Board of Directors."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President and its Secretary, this 31 day of January, 1974.

EVANGELICAL RETIREMENT HOMES  
OF GREATER ST. LOUIS, INC.

By James Rankin Jr.  
President

ATTEST:  
V. J. Swenson  
Secretary

STATE OF MISSOURI     )  
                                  ) SS.  
COUNTY OF ST. LOUIS    )

I, Lawrence Brody, a Notary Public, do hereby certify that on the 31 day of January, 1974, James Rankin Jr. personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document, in the capacity therein set forth, and declared that the statements therein contained are true, to his knowledge and belief.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Lawrence Brody

My Commission Expires:

12/18/77

FILED AND CERTIFICATE  
ISSUED

FEB 11 1974

James G. ...  
NOTARY PUBLIC, SECRETARY OF STATE

HUSCH, EPPENBERGER, DONOHUE, ELSON & CORNFELD  
7 NORTH SEVENTH STREET  
ST. LOUIS, MISSOURI 63101

Office of Secretary of State  
ATRICK, Secretary of State

File in Duplicate  
FILING FEE—\$1.00

The use of this form is mandatory

Please read instructions on back  
before attempting to execute.

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY  
A FOREIGN OR DOMESTIC CORPORATION  
UNDER THE  
GENERAL NOT FOR PROFIT CORPORATION ACT

RECEIVED

FEB 22 1974

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

*James C. Kirkpatrick*  
Corporation Dept., SECRETARY OF STATE

Charter No. NP14316

The undersigned corporation, organized and existing under the laws of the State of Missouri  
for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General  
Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Evangelical Retirement Homes of Greater St. Louis, Inc.
2. The address, including street and number, if any, of its present registered office (before change) is \_\_\_\_\_  
10000 Gravois, St. Louis, Missouri 63123
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby  
changed to 295 Hanley Industrial Court, Brentwood, Mo., (63144) Missouri  
(Zip Code)
4. The name of its present registered agent (before change) is Richard M. Reilly
5. The name of the new registered agent is James Rankin, Jr.
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its  
President and its \_\_\_\_\_ Secretary, this 19<sup>th</sup> day of February 19 74

EVANGELICAL RETIREMENT HOMES OF  
GREATER ST. LOUIS, INC.  
(Exact Corporate Title)

Place  
(Corporate Seal)  
Here

By James Rankin, Jr.  
(Its \_\_\_\_\_ President)  
William J. Swenson  
(Its \_\_\_\_\_ Secretary)

(Note: This "change" must be signed by both officers, but may be verified by either.)

STATE OF Missouri  
COUNTY OF St. Louis } ss.

I, Fred A. Eppenberger, a Notary Public, do hereby certify that  
on the 19<sup>th</sup> day of February, A. D. 19 74 personally appeared before me  
James Rankin, Jr., and being first duly sworn by me, acknowledge that \_\_\_\_\_ he  
signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements  
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place  
(Notarial Seal)  
Here

Fred A. Eppenberger  
Notary Public

**CHANGE OF REGISTERED AGENT AND  
REGISTERED OFFICE**

of

Evangelical Retirement Homes  
of Greater St. Louis, Inc.

under the

**GENERAL NOT FOR PROFIT CORPORATION  
ACT**

**NOTICE**

This certificate must be filed in duplicate. The corporation cannot act as its own registered agent.

The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the registered address of the agent must be the same.

Any subsequent change in the registered office or agent must be reported immediately to the Secretary of State on blanks furnished for that purpose.

**FILED**

**FEB 22 1974**

Filing Fee: \$1.00

*James G. ...*

SECRETARY



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

RECEIVED

MAR 30 1981

The use of this form is mandatory

File in Duplicate
FILING FEE—\$1.00

Please read instructions on back before attempting to execute.

Signature of James C. Kirkpatrick

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY A FOREIGN OR DOMESTIC CORPORATION UNDER THE GENERAL NOT FOR PROFIT CORPORATION ACT

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

Charter No. N 14316

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

- 1. The name of the corporation is Evangelical Retirement Homes of Greater St. Louis, Inc.
2. The address, including street and number, if any, of its present registered office (before change) is 295 Hanley Industrial Court, Brentwood, Missouri 63144
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to 100 North Broadway, Suite 1800, St. Louis, Missouri (63102) Missouri (Zip Code)
4. The name of its present registered agent (before change) is James Rankin, Jr.
5. The name of the new registered agent is Fred A. Eppenberger
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President and its Secretary, this 23rd day of March 19 81

Evangelical Retirement Homes of Greater St. Louis, Inc.

(Exact Corporate Title)

Place (Corporate Seal)

Here

By Frank Hechkoetter

(Its President)

(Its Secretary)

(Note: This "change" must be signed by both officers, but may be verified by either.)

STATE OF Missouri
COUNTY OF St. Louis

I, Frank Hechkoetter, a Notary Public, do hereby certify that on the 23rd day of March, A.D. 19 81, personally appeared before me Frank Hechkoetter and being first duly sworn by me, acknowledges that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written

Place (Notarial Seal) Here

My Commission expires

Signature of Fred A. Eppenberger, Notary Public

FRED A. EPPENBERGER
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES SEPT. 25, 1984

MAR 31 1981

**CHANGE OF REGISTERED AGENT AND  
REGISTERED OFFICE**

of

*Evangelical Retirement Homes*  
*of Greater St. Louis, Inc.*

under the

**GENERAL NOT FOR PROFIT CORPORATION  
ACT**

**NOTICE**

This certificate must be filed in duplicate. The corporation cannot act as its own registered agent.

The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the registered address of the agent must be the same.

Any subsequent change in the registered office or agent must be reported immediately to the Secretary of State on blanks furnished for that purpose.

**FILED**

**MAR 30 1981**

*James J. Patrick*  
SECRETARY OF STATE



12 20704

**State of Missouri . . . Office of Secretary of State**  
**CERTIFICATE OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE BY A FOREIGN OR DOMESTIC CORPORATION UNDER THE GENERAL NOT FOR PROFIT CORPORATION ACT**

RECEIVED

**INSTRUCTIONS**

There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**. AUG 19 1985  
 The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.  
 The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the agent must be the same. The corporation cannot act as its own registered agent.  
 Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

To: SECRETARY OF STATE  
 P.O. Box 778  
 Jefferson City, Missouri 65102

Charter No. N00014316

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Evangelical Retirement Homes of Greater St. Louis, Inc.
2. The address, including street and number, if any, of its present registered office (before change) is \_\_\_\_\_  
100 N. Broadway, Suite 1800, St. Louis, MO 63102
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to NO CHANGE, ( \_\_\_\_\_ ) Missouri (Zip Code)
4. The name of its present registered agent (before change) is Fred A. Eppenberger
5. The name of the new registered agent is W. Bruce Springer
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President ~~or Vice President~~ and its Secretary or ~~Assistant Secretary~~, this 22nd day of July, 1985.

CORPORATE SEAL  
 (If no seal, state "None")  
 NONE

EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.  
(Exact Corporate Title)  
 By: Gordon Shaw (Signature)  
 Gordon Shaw (is President of EVANGELICAL RETIREMENT HOMES OF GREATER ST. LOUIS, INC.)  
 By: Robert C. Graham, Jr. (Signature)  
 Robert C. Graham, Jr. (is Secretary or Assistant Secretary)

(Note: This "change" must be signed by both officers, but may be verified by either.)

State of Missouri  
 County of St. Louis } ss

I, Pamela J. Baker, a Notary Public, do hereby certify that on the 22nd day of July, 1985, personally appeared before me Gordon Shaw, and being first duly sworn by me,

acknowledged that he he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Pamela J. Baker  
 Notary Public  
 PAMELA J. BAKER  
 NOTARY PUBLIC - STATE OF MISSOURI  
 CITY OF ST. LOUIS  
 MY COMMISSION EXPIRES OCT. 19, 1986  
 AUG 22 1985

No. NG0014316



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

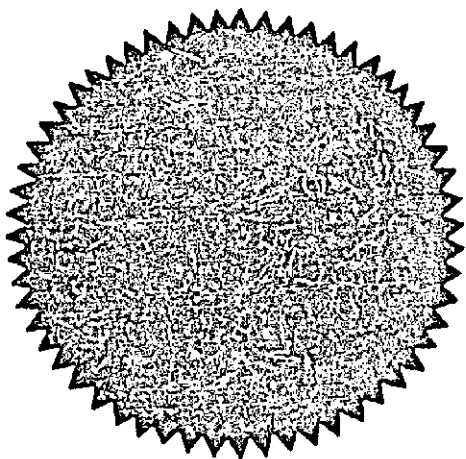
CORPORATION DIVISION

## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, ~~EVANGELICAL RETIREMENT HOME OF GREATER ST. LOUIS, INC.~~  
a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of May, 19 87.



  
Secretary of State



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

Articles of Amendment to the Articles of Incorporation of a

General Not For Profit Corporation Law

(To be submitted in duplicate by an attorney.)

FILED AND CERTIFICATE ISSUED

MAY 01 1987

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

HONORABLE ROY D. BLUNT SECRETARY OF STATE STATE OF MISSOURI P.O. BOX 778 JEFFERSON CITY, MO 65102

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

- 1. The name of the corporation is Evangelical Retirement Home of Greater St. Louis, Inc.
2. There are no members, having voting rights with respect to amendments;

(Strike paragraphs (a), (b) or (c) when not applicable)

3. At a meeting of directors (members having no voting rights with respect to amendments) held on March 23, 1987, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:

(b) At a meeting of directors (members having no voting rights with respect to amendments) held on March 23, 1987, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on March 23, 1987, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:

4. Article 11 is added to the Articles of Incorporation reading as attached hereto as Exhibit A.

A new Article 11 is added to the Articles of Incorporation reading as attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President or Vice President, and its Secretary or Assistant Secretary, this 20th day of April, 1987.

CORPORATE SEAL  
(If no seal, state "None")

NONE

EVANGELICAL RETIREMENT HOME  
OF GREATER ST. LOUIS, INC.

(Exact Corporate Title)

By Gordon Shaw  
Its President or Vice-President

By [Signature]  
Its Secretary or Assistant Secretary

State of Missouri  
City of St. Louis } ss  
County of \_\_\_\_\_

I, Deborah L. Riley, a Notary Public, do hereby certify that on the 20th day of April, 1987, Gordon Shaw  
(Acknowledgement by either officer is sufficient)

personally appeared before me and being first duly sworn by me, acknowledged that \_\_\_\_\_ he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Deborah L. Riley  
Notary Public

My commission expires DEBORAH L. RILEY  
NOTARY PUBLIC—STATE OF MISSOURI  
JEFFERSON COUNTY  
MY COMMISSION EXPIRES JUNE 18, 1989

EXHIBIT A

EVANGELICAL RETIREMENT HOME OF  
GREATER ST. LOUIS, INC.

ARTICLES OF INCORPORATION

11. Indemnification of Directors and Officers.

Each director or officer, or former director or officer, of the corporation and his legal representatives, shall be indemnified by the corporation, to the full extent and under the circumstances permitted by the law of Missouri as in effect and applicable from time to time, against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of the corporation, served as director or officer of another corporation in which the corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement; but in taking such action any director involved shall not be qualified to vote thereon.

Any indemnification under these Articles of Incorporation (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer or former director or officer, is proper in the circumstances because he has met the applicable standard of conduct set forth in the law of Missouri as in effect and applicable from time to time. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer, or former director or

officer, as the case may be, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by the law of Missouri, as in effect and applicable from time to time, and by these Articles of Incorporation.

The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any statute, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Any indemnification, whether required under these Articles of Incorporation or permitted by statute or otherwise, shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Board of Directors shall have the power to cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation in which the corporation owned corporate stock, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

For the purpose of this Article of these Articles of Incorporation, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director or officer of such constituent corporation or is or was serving at the request of such constituent corporation as a director or officer of another corporation in which the constituent corporation owned corporate stock, shall stand in the same position under the provisions of this Article of these Articles of Incorporation with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

No director or officer of the corporation shall be liable to any other director or officer of the corporation for any action taken or refused to be taken by him as director or officer with respect to any matter within the scope of his official duties, unless such action or refusal to act violates the standard of conduct applicable for indemnification of directors and officers set forth in the law of Missouri as in effect and applicable from time to time.

152261

HUSCH, EPPENBERGER, DONOHUE, CORNFELD & ASSOCIATES  
100 NORTH BROADWAY-SUITE 1800  
ST. LOUIS, MISSOURI 63102-2789

Missouri . . . Office of Secretary of State  
STATE OF CHANGE OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE BY A FOREIGN OR DOMESTIC NOT FOR  
PROFIT CORPORATION



**INSTRUCTIONS**  
There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**.  
The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.  
The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the agent must be the same. The corporation cannot act as its own registered agent.  
Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

RECEIVED

To: SECRETARY OF STATE  
P.O. Box 778  
Jefferson City, Missouri 65102

MAY 05 1987

Charter No. N14316

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Evangelical Retirement Home of Greater St. Louis, Inc.
2. The address, including street and number, if any, of its present registered office (before change) is 100 North Broadway, Suite 1800, St. Louis, Missouri 63102
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to Friendship Village West County, 15201 Olive Boulevard, (63017) Missouri Chesterfield
4. The name of its present registered agent (before change) is W. Bruce Springer
5. The name of the new registered agent is Wes Sperr
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President or Vice President and its Secretary or Assistant Secretary, this 20th day of April, 19 87.

CORPORATE SEAL  
(If no seal, state "None")

NONE

(Note: This "change" must be signed by both officers, but may be verified by either.)

EVANGELICAL RETIREMENT HOME OF GREATER ST. LOUIS, INC. (Incorporated in Missouri)

By Gordon Shaw  
Gordon Shaw  
Its President or Vice President

By Robert C. Graham, Jr.  
Robert C. Graham, Jr.  
Its Secretary or Assistant Secretary

State of Missouri  
City of St. Louis  
County of St. Louis } ss

I, Deborah L. Riley, a Notary Public, do hereby certify that on the 20th day of April, 19 87, personally appeared before me Gordon Shaw, and being first duly sworn by me, acknowledged that Gordon Shaw he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Deborah L. Riley  
Notary Public

My commission expires \_\_\_\_\_  
DEBORAH L. RILEY  
NOTARY PUBLIC—STATE OF MISSOURI  
JEFFERSON COUNTY  
MY COMMISSION EXPIRES JUNE 18, 1989.



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

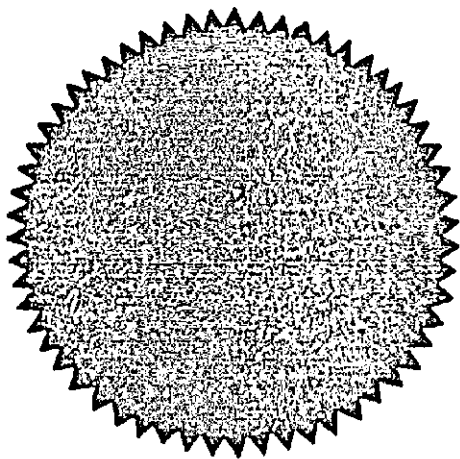
## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, ~~FRIENDSHIP VILLAGE OF WEST COUNTY (FORMERLY, EVANGELICAL RETIREMENT HOME OF GREATER ST. LOUIS, INC.)~~

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of December, 19 88.



  
Secretary of State

Fee \$ 5.00



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

FILED AND CERTIFICATE  
ISSUED  
DEC 29 1988

Articles of Amendment  
to the  
Articles of Incorporation  
of a

Roy D. Blunt  
Corporation Dept. SECRETARY OF STATE

General Not For Profit Corporation Law  
(To be submitted in duplicate by an attorney.)

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MO 65102

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

- 1. The name of the corporation is Evangelical Retirement Home of Greater St. Louis, Inc.
- 2. There are no members, having voting rights with respect to amendments;  
(insert "no" or "name")

(Strike paragraphs (a), (b) or (c) when not applicable)

3. ~~(a) At a meeting of directors (members having no voting rights with respect to amendments) held on \_\_\_\_\_, 19\_\_\_\_, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:~~

~~(b) At a meeting of directors (members having no voting rights with respect to amendments) held on \_\_\_\_\_, 19\_\_\_\_, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:~~

(c) At a meeting of directors (members having no voting rights with respect to amendments) held on November 28, 1988, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted:

- 4. Article number 1 is amended to read as follows:

"The name of the corporation is: Friendship Village of West County."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President or Vice President, and its Secretary or Assistant Secretary, this 28th day of November, 19 88.

CORPORATE SEAL  
(If no seal, state "None")

None

EVANGELICAL RETIREMENT HOME OF  
GREATER ST. LOUIS (Corporate Title)

By Gordon R. Shaw, PRES.  
Its President or Vice-President

By [Signature]  
Its Secretary or Assistant Secretary

State of Missouri  
County of St. Louis } 88

I, \_\_\_\_\_, a Notary Public, do hereby certify that on the 28th day of November, 19 88. (Acknowledgment by either officer is sufficient) personally appeared before me and being first duly sworn by me, acknowledged that \_\_\_\_\_ he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Elaine M. Ludolph  
Notary Public

My commission expires Dec 3, 1991

CK# 23447 STL DC  
102



State of Missouri . . . Office of Secretary of State  
CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE BY A FOREIGN OR DOMESTIC NOT FOR  
PROFIT CORPORATION

**INSTRUCTIONS**  
There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**.  
The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.  
The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the agent must be the same. The corporation cannot act as its own registered agent.  
Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. These forms are available upon request from the Office of the Secretary of State.

RECEIVED

To: SECRETARY OF STATE  
P.O. Box 778  
Jefferson City, Missouri 65102

MAR 30 1990

Charter No. N00014316 AG

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

1. The name of the corporation is Friendship Village of West County
2. The address, including street and number, if any, of its present registered office (before change) is Friendship Village West County, 15201 Olive Boulevard, Chesterfield, Missouri 63017
3. Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to NO CHANGE (Zip Code) Missouri
4. The name of its present registered agent (before change) is Wes Sperr
5. The name of the new registered agent is Richard Funk
6. The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President Gordon Shaw and its Secretary Robert C. Graham on this 26th day of March, 19 90.

CORPORATE SEAL  
(If no seal, state "None")

FILED

FRIENDSHIP VILLAGE OF WEST COUNTY  
(Exact Corporate Title)

MAR 30 1990

By Gordon Shaw, President

By Robert C. Graham, Secretary

(Note: This "change" must be verified by both officers, but may be verified by either.)

State of Missouri  
County of St. Louis } ss

I, Leonora M. Allen, a Notary Public, do hereby certify that on the 26th day of March, 19 90, personally appeared before me Gordon Shaw, and being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Leonora M. Allen  
Notary Public

LEONORA M. My commission expires May 28, 1990  
NOTARY PUBLIC, STATE OF MISSOURI  
MY COMMISSION EXPIRES 5/28/90  
ST. LOUIS COURT Y

APR 09 1990



State of Missouri . . . Office of Secretary of State  
**CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE BY A FOREIGN OR DOMESTIC NOT FOR PROFIT CORPORATION**

**INSTRUCTIONS**

There is a \$1.00 fee for filing this statement. It must be filed in **DUPLICATE**.  
 The statement should be sealed with the corporate seal. If it does not have a seal, write "no seal" where the seal would otherwise appear.  
 The registered office may be, but need not be, the same as the principal office of the corporation, but the registered office and the office of the agent must be the same. The corporation cannot act as its own registered agent.  
 Any subsequent change of the registered office or agent must be immediately reported to the Secretary of State. These forms are available through request from the Office of the Secretary of State.

To: SECRETARY OF STATE  
 P.O. Box 778  
 Jefferson City, Missouri 65102

MAR 9 1992

MAR 9 1992

Charter No. N00014316

The undersigned corporation, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent and its registered office, or both, in Missouri, as provided by the "General Not For Profit Corporation Act," of Missouri, represents that:

- The name of the corporation is Friendship Village of West County
- The address, including street and number, if any, of its present registered office (before change) is Friendship Village West County, 15201 Olive Boulevard, Chesterfield, Missouri 63017
- Its registered office (including street and number, if any change in the registered office is to be made) is hereby changed to NO CHANGE, (                      ) Missouri (Zip Code)
- The name of its present registered agent (before change) is Richard Funk
- The name of the new registered agent is Tim Cain
- The address of its registered office and the address of the office of its registered agent, as changed, will be identical.
- Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its President or Vice President and its Secretary or Assistant Secretary, this                      day of February, 1992.

CORPORATE SEAL  
 (If no seal, state "None")

FRIENDSHIP VILLAGE OF WEST COUNTY  
 (Exact Corporate Title)

By Max E. Brown  
 Its President or Vice-President

By Robert Widbin  
 Its Secretary or Assistant Secretary

(Note: This "change" must be signed by both officers, but may be verified by either.)

State of Missouri  
 County of St. Louis } ss

I, Madonna Lynn Lipski, a Notary Public, do hereby certify that on the 24th day of February, 1992, personally appeared before me Max E. Brown and Robert Widbin, and being first duly sworn by me, acknowledged that yes he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Madonna Lynn Lipski  
 Notary Public  
 MADONNA LYNN LIPSKI, NOTARY PUBLIC  
 My commission expires                       
 City of St. Louis, State of Missouri  
 My Commission Expires February 21, 1993