DOC ID ----> 201907701466

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/21/2019	201907701466	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP
200 PUBLIC SQUARE
CLEVELAND, OH 44114

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

16997

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

OHIO LIVING QUAKER HEIGHTS

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**201907701466**

Effective Date: 03/18/2019

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 21st day of March, A.D. 2019.

Ohio Secretary of State

DOC ID ----> 201907701466

Form 541 Prescribed by:

OFFICE OF THE
Ohio Secretary of State

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | Busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Certificate of Amendment

(Nonprofit, Domestic Corporation)

Filing Fee: $50

Form Must Be Typed

Check the appropriate box:

- ☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)
- ☒ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation	THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENI
Charter Number	16997

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

Lauren Mathis, Secretary

Signature

By (if applicable)

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

DOC ID ----> 201907701466

Form 590 Prescribed by:

OFFICE OF THE
Ohio Secretary of State

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov | Busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Consent for Use of Similar Name

(To be filed with new business formation document or amendment to change business name where a name conflict will occur.)
Form Must Be Typed

Name of Entity/Individual Giving Consent: Ohio Living Communities

Charter/Registration/License Number of Entity giving Consent: 282133

Gives it Consent To: The Friends Home of the Ohio Valley Yearly Meeting of the Religious Society of Friends, Inc.

To Use The Name: Ohio Living Quaker Heights

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Consent form must be signed by an authorized representative of the consenting entity.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Ohio Living Communities
Signature

Lauren M. Mathis
By (if applicable)

Lauren M. Mathis, Secretary
Print Name

Signature

By (if applicable)

Print Name

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Attachment to

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Ohio Secretary of State Form 541

for

Current Entity Name:

The Friends Home of the Ohio Valley Yearly Meeting of the Religious Society of Friends, Inc.

(hereinafter referred to as, the "Company")

OH SOS Entity Charter Number:
16997

The attached certified Resolutions of the Board of Directors of the Company, dated February 7, 2019, adopt the Amended and Restated Articles of Incorporation of the Company and change the name of the company to the following:

Ohio Living Quaker Heights

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SECRETARY'S CERTIFICATE

THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

The undersigned Secretary of THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC., an Ohio nonprofit corporation (the "Corporation"), does hereby certify that the resolutions attached hereto as Exhibit A, and incorporated herein by reference, were adopted by the Board of Directors of the Corporation through electronic vote and received unanimous approval on February 7, 2019, pursuant to the authority of the Board of Directors set forth in the Articles of Incorporation and Code of Regulations of the Corporation.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation, acting for and on behalf of the Corporation, has hereunto subscribed her name as of February 7, 2019.

Lauren M. Mathis

Lauren M. Mathis, Secretary

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Exhibit A

THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

Resolutions of the Board of Directors

NAME OF
THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

AMENDED AND RESTATED CODE OF REGULATIONS OF
THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

February 7, 2019

WHEREAS, the Board of Directors of THE FRIENDS HOME OF THE OHIO VALLEY YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC., an Ohio nonprofit corporation (the "Corporation"), desires and deems it advisable to change the legal name of the Corporation to "OHIO LIVING QUAKER HEIGHTS" (the "Name Change"); and

WHEREAS, to effectuate the Name Change, the Corporation desires and deems it advisable to amend and restate the Articles of Incorporation and the Code of Regulations of the Corporation.

The Name Change

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of each of Ohio Living Communities, an Ohio nonprofit corporation and the sole member of the Corporation ("Ohio Living Communities"), and Ohio Living, an Ohio nonprofit corporation and the sole member of Ohio Living Communities ("Ohio Living"), the Board of Directors of the Corporation does hereby approve the Amended and Restated Articles of Incorporation of the Corporation substantially in the form of Exhibit A, attached hereto and incorporated herein by this reference, and the Amended and Restated Code of Regulations of the Corporation substantially in the form of Exhibit B, attached hereto and incorporated herein by this reference;

RESOLVED FURTHER, that the Officers of the Corporation are hereby authorized to file, or cause to be filed, any and all certificates or other documentation necessary or appropriate to effectuate the Name Change with the Ohio Secretary of State or any other similar authority;

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Waiver of Notice

RESOLVED FURTHER, that the Board of Directors of the Corporation does hereby unanimously waive any and all notice provisions or requirements contained in the Code of Regulations of the Corporation;

General Authorizations

RESOLVED FURTHER, that the Officers of the Corporation are hereby authorized to certify as having been adopted by the Board of Directors of the Corporation any and all other resolutions necessary, advisable or appropriate to implement the matters contemplated by the foregoing resolutions, provided that the Secretary of the Corporation shall include a copy of any such resolutions certified pursuant to the authority given in this resolution with the records of this meeting;

RESOLVED FURTHER, that any and all actions previously taken or caused to be taken by the Board of Directors of the Corporation or the Officers of the Corporation, or any of them, in connection with any of the matters contemplated by any of the foregoing resolutions, are hereby acknowledged to be duly authorized acts and deeds performed on behalf of the Corporation and are hereby approved, adopted, accepted and ratified in all respects;

RESOLVED FURTHER, each of the Officers of the Corporation is hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver such additional instruments and documents, and to take or cause to be taken such other actions, as the Officer or any of them may deem necessary, advisable or appropriate to implement the purposes and intent of the foregoing resolutions, each such instrument and document to be in such form and to contain such information, consistent with the foregoing resolutions, as the Officer executing the same may approve, the execution and delivery of any such instrument or document by any such Officer or the taking of such action to be conclusive evidence of such authorization and approval; and

RESOLVED FURTHER, that each of the Officers of the Corporation is hereby authorized to certify and deliver a copy of any one or more of the foregoing resolutions, to such persons, firms, corporations or other entities as the Officer acting in the matter may deem necessary or advisable, and that such persons shall be entitled to rely thereupon until such certificate is modified in writing.

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EXHIBIT A

Amended and Restated Articles of Incorporation

(attached)

DOC ID ----> 201907701466

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

OHIO LIVING QUAKER HEIGHTS

FIRST: The name of the corporation is Ohio Living Quaker Heights.

SECOND: The place in the State of Ohio where its principal office is located is in the City of Columbus, Franklin County.

THIRD: The purposes of the corporation are as follows:

This corporation is an Ohio nonprofit corporation and is not organized for the private gain or benefit of any person. It shall be operated:

A) to provide life plan communities and other housing, health care, and related services to adults;

B) to educate the public in all aspects of continuing care and other housing and in the coordination of health care services for adults and to promote the public welfare;

C) to establish, develop, sponsor, promote, and/or conduct education programs, gerontological research, treatment facilities, nursing homes, life plan communities, and other homes for the aging, human series programs, and other charitable activities, all in promotion and support of the interests and purposes of this corporation;

D) to contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

E) to operate exclusively for charitable, religious, scientific, or educational purposes within the meaning of Section 50l(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law in the course of which operation:

(i) no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that 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 herein;

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(ii) 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 any candidate for public office except as authorized under the Internal Revenue Code;

(iii) notwithstanding any other provisions of these Articles of Incorporation, 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 50l(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and

F) to engage in any lawful activity necessary or appropriate in order to accomplish the foregoing.

FOURTH: In the event of dissolution of this corporation, all of the assets of any and all nature and description which said corporation shall own or have the right to dispose of shall become the property of Ohio Living Communities. In the event Ohio Living Communities is no longer in existence, then all the assets of said corporation shall become the property of Ohio Living Foundation. In the event that Ohio Living Foundation is no longer in existence, then all the assets of said corporation shall become the property of Ohio Living. In the event that Ohio Living is no longer in existence, then all the assets of said corporation shall become the property of the Synod of the Covenant of the Presbyterian Church (U.S.A.) or its successor.

FIFTH: The board of directors of this corporation shall have the power to enter into tax exempt bonds and other financing and banking arrangements for the corporation; to purchase, sell, lease, mortgage, or otherwise encumber any real estate which the corporation now owns, or which it may own or acquire in the future; to execute any deed, lease, mortgage, or other encumbrance of any such property without obtaining an order of any court and a statement of this fact in any such conveyance, lease, mortgage, or other instrument that the Articles of Incorporation or any amendment thereto contains such statement of fact shall be conclusive evidence that said corporation is authorized to execute said instrument of conveyance, mortgage, deed, or encumbrance without a court order; to have charge of any and all endowment funds, or any properties which said corporation now has or may hereafter receive and shall expend and dispose of such funds in accordance with the purpose for which funds were given or provided; to be in charge of and manage all property, whether real estate or personal; and to do everything in their power to maintain, establish, and operate the homes for the aged, without profit and without regard to the race, color, or creed of the residents of said homes. All properties passing to the corporation, whether by gift, or in the form of endowments, or in any manner whatsoever, shall be deemed to be received in the corporate name, to wit: Ohio Living Quaker Heights. The board of directors shall have the power to invest and reinvest any and all funds in its control and custody, and shall, through its duly

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authorized officers, execute any and all documents necessary in carrying out the purpose of this corporation, whether it requires the investing or reinvesting of funds, the sale or encumbrances of real estate or personal property, or any other acts.

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EXHIBIT B

Amended and Restated Code of Regulations

(REDACTED)