DOC ID ----> 202104302134

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
02/12/2021	202104302134	AMENDED/RESTATED ARTICLES (AMA)	50.00	100.00	0.00	0.00

Receipt

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

BENESCH FRIEDLANDER COPLAN & ARONOFF LLC
200 PUBLIC SQUARE
SUITE 2300
CLEVELAND, OH 44114

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

806062

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

OHIO LIVING

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

Document(s)	Document No(s):
AMENDED/RESTATED ARTICLES	**202104302134**

Effective Date: 02/12/2021

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 12th day of February, A.D. 2021.

Ohio Secretary of State

Form 541 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

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	OHIO LIVING
Charter Number	806062

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).

/s/ Laurence C. Gumina
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.

Laurence C. Gumina, Chief Executive Officer
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

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OHIO LIVING
Attachment to Amended and Restated Articles of Incorporation

The following resolutions were approved by the Board of Directors at a meeting of the Board of Directors held on August 13, 2020, in reliance on Ohio Revised Code Section 1702.14, by which the Board of Directors of the Corporation have all the rights and privileges of members when the Corporation has no members:

RESOLVED, the Board of Directors of the Corporation hereby approves the Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A and approves the filing of such Amended and Restated Articles of Incorporation with the Ohio Secretary of State; and

RESOLVED, that the Board of Directors of the Corporation and the officers of the Corporation, or any of them, be, and they hereby are, authorized and directed to execute such agreements, documents and certificates and to do or cause to be done all such acts or things, as they may deem necessary or advisable to effectuate the purpose of the foregoing resolutions.

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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

OHIO LIVING

FIRST: The name of the corporation is Ohio Living (the "**Corporation**").

SECOND: The place in the State of Ohio where the Corporation's 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 is organized and shall be operated:

A) exclusively for charitable, religious, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding section of any future United States internal revenue law; and

B) exclusively as a supporting organization (within the meaning of Section 509(a)(3) of the Code) for the benefit of, to perform the functions of, and to carry out the purposes of Ohio Living Communities (including its controlled subsidiaries Ohio Living Quaker Heights and Ohio Living Sarah Moore) and Ohio Living Holdings (each, a "**Supported Organization**", and collectively, the "**Supported Organizations**").

In furtherance of the foregoing, the Corporation may:

i) provide long-range strategic and financial planning, policy development, and support services relating to the provision of life plan communities and other housing, health care and related services to adults for the Supported Organizations;

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

iii) establish, develop, sponsor, promote, and/or conduct educational programs, gerontological research, treatment facilities, nursing homes, life plan communities, and other homes for the aging, human services programs, and other charitable activities, all in promotion and support of the interests and purposes of the organization described in subparagraph (B) of this section;

iv) raise funds for the organization described in subparagraph (B) of this section from the public and from all other sources available, and receive, maintain, and

administer such funds and expend principal and income therefrom in furtherance of these purposes;

v) mobilize and build the capacity of the Supported Organizations to develop home and community-based services in their respective communities, and develop a model to implement such a program; and

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

C) The Corporation may substitute a Supported Organization with a Substitute Supported Organization (as defined below) but only if such substitution occurs in the event that a Supported Organization ceases to qualify as a tax-exempt organization under Section 501(c)(3) of the Code or ceases to qualify as a publicly supported organization under Section 509(a)(1) or 509(a)(2) of the Code, or the Supported Organization abandons its operations or dissolves, and such substitution is permitted under the Code. For purposes of this section, a "**Substitute Supported Organizatio**n" means an organization that is (i) supported by or affiliated with the Corporation, (ii) is a charitable provider of healthcare, and (iii) otherwise has similar purposes and function as Ohio Living Communities and Ohio Living Holdings, which organization is organized and operated exclusively for charitable, religious, scientific and educational purposes (within the meaning of Section 501(c)(3) of the Code) and is a publicly supported organization (within the meaning of Section 509(a)(1) or Section 509(a)(2) of the Code).

D) It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, which is other than a private foundation, by qualifying as an organization described in Section 509(a)(3) of the Code, to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code, and to which gifts and bequests are deductible for federal gift tax and federal estate tax purposes under Section 2522(a)(2) and Section 2055(a)(2) of the Code, for so long as such taxes apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

FOURTH: The Corporation shall possess all power and authority permitted by law, except:

A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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.

B) 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.

C) 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 Code, the corresponding section of any future United States internal revenue law, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future United States internal revenue law, or (c) by a supporting organization under Section 509(a)(3) of the Code and any Treasury Regulations promulgated thereunder.

D) The Corporation shall not operate to support or benefit any organization other than the Supported Organizations.

FIFTH: In the event of dissolution of this Corporation, any remaining assets shall be distributed to the Supported Organizations so long as such Supported Organizations continue to exist and are tax-exempt organizations under Section 501(c)(3) of the Code, and if no such Supported Organization exists at such time or is no longer a tax-exempt organization under Section 501(c)(3) of the Code, then to the Synod of the Covenant of the Presbyterian Church (USA) or its successor so long as such organization is an exempt organization under Section 50l(c)(3) of the Code, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated for such purposes.

SIXTH: 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 and its affiliates; to purchase, sell, lease, mortgage, or otherwise encumber any real estate which the Corporation or any affiliate now own, or which they 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 or any affiliate 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, within the state of Ohio. All properties passing to the Corporation, whether by gift, or in the form of endowments, or in any manner whatsoever, whether the same be received in the corporate name, to wit: Ohio

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Living. The Board of Directors shall have the power to invest and reinvest any and all funds in their control and custody, and shall, through its duly 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.