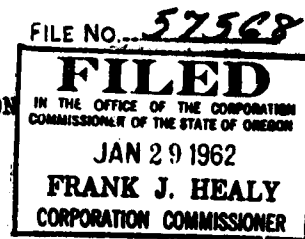


SECOND RESTATED ARTICLES OF INCORPORATION
of
FRIENDSVIEW MANOR



WHEREAS, pursuant to the provisions of ORS 61.385, at the annual meeting of the directors of the above named corporation duly called and held, pursuant to notice duly given, at 1:30 P.M., November 4, 1961, in the City of Newberg, Yamhill County, Oregon, at which there were present and voting 12 of the 21 directors of said corporation, this being more than a majority of the directors of record, there was presented and adopted by an unanimous vote of the directors present a resolution authorizing the officers of said corporation to execute and file Second Restated Articles of Incorporation in order to comply more adequately with the recent amendments to the Oregon Revised Statutes, and to supersede all Articles theretofore existing, and amendments thereto,

NOW, THEREFORE, we, Frank L. Cole as Chairman, and Carl V. Sandoz as Secretary, being two of the officers and directors of Friendsview Manor, a corporation, thereunto delegated, do hereby execute and acknowledge these Second Restated Articles of Incorporation, amending the Restated Articles of Incorporation of this corporation, to read as follows:

ARTICLE I.
(same)

The name assumed by the corporation and the name by which the same shall be known is

FRIENDSVIEW MANOR

ARTICLE II.
(amended)

The objects of the corporation and the purposes for which the same is organized shall be:

- a. To provide elderly persons on a non-profit basis, with housing facilities and services, specially designed to meet the physical, social and psychological needs of the aged, and contribute to their health, security, happiness and usefulness in longer living.
- b. To acquire by purchase or lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, plat, sub-divide, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or improvements; to borrow money and execute notes, mortgages or deeds of trust upon real estate or personal property as security therefor; and to lease, and other-



wise grant space in said retirement home for a specific period of time, for life, and otherwise.

- c. To solicit and receive money and property in the form of deposits as Founder's Fees, gifts, legacies, devises, bequests, certificates of deposit, and otherwise, for the acquisition, erection, maintenance, repair, remodeling and rebuilding of one or more retirement homes, infirmaries and hospitals; to charge, solicit and receive money and property as payment for board, services, and care for the occupants of the premises.
- d. To invest and lend the funds of the corporation and receive notes, mortgages, bonds and deeds of trust as security therefor, and to acquire stocks and bonds and other forms of securities, and to sell, assign, release, satisfy, or otherwise dispose of the same.
- e. To apply for and obtain or cause to be obtained from the Federal Housing Commissioner, hereinafter called the "Commissioner", a contract or contracts of mortgage insurance pursuant to the provisions of Section 231 of Title II of the National Housing Act, as amended, as it applies to housing, especially designed for the use and occupancy of elderly persons, covering bonds, notices and other evidences of indebtedness issued by this corporation and any indenture of mortgage securing the same.
- f. No applicant will be denied the right to occupy housing facilities provided by this corporation on the basis of his race, color, creed or national origin.
- g. To do each and everything necessary, suitable, convenient, or proper for the accomplishment of any one of the purposes or the attainment of any one or more of the objectives herein enumerated, or conducive to or expedient for the interest or benefit of the corporation, and to contract accordingly; and, in addition, to exercise and possess any other rights, powers and privileges granted by the laws of the State of Oregon to ordinary corporations, except such as are inconsistent with the express provisions of ORS 61.005 et seq., and to do such thing anywhere.

This corporation is formed solely and exclusively for religious, charitable and non-profit purposes, and the earnings, if any, of this corporation shall be used exclusively for the purposes for which this corporation is formed, as hereinabove described. All property acquired by the corporation, real or personal, or its proceeds, and all increments, interests, or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to religious, charitable and non-profit purposes, and in the event of the liquidation, dissolution, or abandonment of this corporation, its property will not inure to the benefit of any private person, but the assets remaining after satisfying all lawful debts and liabilities shall be distributed to Oregon Yearly Meeting of Friends Church, an Oregon religious and charitable corporation, or some other religious and charitable corporation, provided that the same is exempt from taxation under Chapter 317 of the Oregon Revised Statutes, for use in providing for the needs of the aged on an impartial basis without regard to race, color, nationality, creed or political beliefs.

ARTICLE III
(amended)

The business and affairs of the corporation shall be managed and conducted by the Board of Directors. The number of directors, basis for election, term, and eligibility shall be set forth in the By-Laws and may be modified by amendment from time to time so far as permitted by law, except that two-thirds of the Board members shall be members of the Oregon Yearly Meeting of Friends Church and that each year one of them shall be appointed for a three-year term by the Oregon Yearly Meeting, or until his successor is chosen.

ARTICLE IV.
(amended)

The Board of Directors is authorized to adopt By-Laws for the governing and management of this corporation, and by such By-Laws to confer power upon officers and other persons to act on behalf of the corporation, in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE V.
(same)

The location and principal office of this corporation shall be at Newberg, Yamhill County, Oregon.

ARTICLE VI.
(same)

The registered agent of this corporation is G. Bernhard Fedde, and the address of such agent is 1125 Failing Building, Portland 4, Oregon.

ARTICLE VII.
(same)

Notwithstanding any other provision contained herein, the corporation formed hereby is authorized to enter into a contract (Regulatory Agreement) with the Federal Housing Commissioner and shall be bound by the terms thereof to enable the Commissioner to carry out the provisions of Title II, Section 231, of the National Housing Act, as amended. Upon execution the contract (Regulatory Agreement) shall be binding upon the corporation, its successors and assigns, so long as a mortgage is outstanding, unpaid, and insured or held by the Federal Housing Commissioner.

ARTICLE VIII

So long as any property of the corporation is subject to an unpaid mortgage insured or held by the Federal Housing Commissioner, Article VII hereof shall not be amended.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of November, 1961, pursuant to authority vested in us by corporate resolution of the Board of Directors of Friendsview

Manor, a corporation, there being no members or members having voting rights in said corporation.

FRIENDSVIEW MANOR, A Corporation

BY: Frank L. Cole
Chairman

BY: Carl V. Sandos
Secretary

ATTEST:

Carl V. Sandos
Secretary

STATE OF OREGON)
 0 ss
COUNTY of Multnomah)

I, H. Bernhard Liddle, a Notary Public for Oregon, hereby certify that on this 22nd day of January, 1962, personally appeared before me Frank L. Cole, who duly affirmed and declared that he is Chairman of Friendsview Manor, and Carl V. Sandos, who duly affirmed and declared that he is the Secretary of Friendsview Manor, the within named corporation; and that he, the said Frank L. Cole, signed the foregoing document as Chairman of the Corporation, and that he, the said Carl V. Sandos, signed and attested the foregoing document as Secretary of the corporation; and that the statements therein contained are true.

H. Bernhard Liddle
Notary Public for Oregon
My Commission expires 6-6-64