

STATE OF LOUISIANA]

PARISH OF CADDO]

METHODIST RETIREMENT SERVICES

RESTATED AND AMENDED ARTICLES
 OF INCORPORATION (CHANGING NAME
TO MULTI-FAITH RETIREMENT SERVICES)

BE IT KNOWN that on this 8 day of August, 1978, before me, the undersigned authority, a Notary Public in and for said Parish and State, duly qualified and acting, and in the presence of the undersigned competent witnesses personally came and appeared METHODIST RETIREMENT SERVICES, a Louisiana non-profit corporation, represented herein by and appearing through its duly authorized Chairman of its Board (President) Winona B. Ward and Secretary Flora Goodrich, pursuant to authorization of its Board of Trustees (Directors) unanimously adopted at a special meeting of the Board held on August 8, 1978, a certified copy of the authorizing resolution being annexed hereto and made a part hereof, acting herein pursuant to Louisiana Revised Statutes 12:241 and does hereby adopt Restated Articles of Incorporation which also operates to change the name of this corporation to Multi-Faith Retirement Services.

The following accurately reflects the entire text of the original articles of Methodist Retirement Services, which were never amended, without any substantive change except that names and addresses of the original incorporators and of the original Directors have been omitted:

"ARTICLE I

Name

The name and title of this corporation shall be:

METHODIST RETIREMENT SERVICES.

ARTICLE II

Duration

This corporation shall have and enjoy corporate existence and succession in perpetuity unless sooner dissolved in accordance with applicable law.

ARTICLE III

Objects and Purposes

The general purpose of this corporation shall be to establish, maintain, and operate facilities for adult persons without restriction as to race, religion, sex or national origin in order to provide them with suitable living accommodations, nursing care and other services especially designed to meet their spiritual, mental, physical, social and psychological needs, including services to out-resident adult persons.

In addition, this corporation may engage in any lawful activity for which corporations may be formed under the non-profit Corporation Law of the State of Louisiana, as it may be amended from time to time; and it shall have all the powers, rights and privileges authorized under said law including, without limitation, the general powers presently authorized under LSA R.S. 12:207, as it may be amended from time to time. The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax exempt corporations under Section 501 of the Internal Revenue Code of 1954, as it may hereafter be amended. No part of the net earnings of the corporation shall ever inure to the benefit of any private member and the corporation shall at no time engage in activities which are not either religious, charitable or educational in purpose.

ARTICLE IV
Membership

This corporation is organized on a non-stock basis. The initial members shall be those appearers who have executed these presents, and they shall so remain as members until selection of the Board of Trustees of this corporation, as hereinafter provided. Thereafter, the members of this corporation shall consist of those persons constituting the Board of Trustees and their respective successors.

ARTICLE V
Board of Trustees

The initial Directors are the incorporators who shall serve until the first meeting of the Board of Trustees.

All corporate powers, authority and management of this corporation, except as limited by the provisions of Article VII hereof, shall be vested in and exercised by a Board of Trustees. The Board of Trustees shall have the authority to delegate substantive functions and power to act to an Executive Committee comprised of members of the Board of Trustees, said committee and the selection thereof to be provided for in the by-laws of this corporation.

This Board of Trustees shall consist of not less than thirty (30) nor more than fifty (50) natural persons as may be selected from time to time and of whom at least sixty percent (60%) shall have been members of the United Methodist Church for at least four years. Such Board of Trustees shall be in addition to ex-officio members thereof as hereinafter described.

The first members of the Board of Trustees and the term of office for each respective member thereof shall be determined by the initial members of this corporation.

Subsequent members of the Board of Trustees shall be nominated by the existing Board of Trustees and elected by the Louisiana Annual Conference, The United Methodist Church.

Except for the initial members of the Board, the Trustees shall serve a term of three (3) years and until their respective successors are elected and qualified.

The membership of the Board of Trustees shall be divided into three groups with each group consisting, as nearly as possible of an equal number of members, so arranged that the terms of one-third of the membership shall expire each year after the terms for initial members of the Board of Trustees are determined.

The following shall be ex-officio members of the Board of Trustees with full voting rights and all privileges:

- a. The presiding Bishop of the Louisiana Area, The United Methodist Church;
- b. The District Superintendent of the Shreveport District of the Louisiana Annual Conference, The United Methodist Church;
- c. The Chairman of the Conference Council on Finance and Administration of the Louisiana Annual Conference, The United Methodist Church;
- d. Chairman of the Board of Global Ministries of the Louisiana Annual Conference, The United Methodist Church;
- e. The Health and Welfare Officer of the Board of Global Ministries of the Louisiana Annual Conference, The United Methodist Church;
- f. A member nominated by the Dean of the Louisiana State University Medical School in Shreveport, Louisiana;
- g. A member nominated by the Dean of the Northwestern School of Nursing in Shreveport, Louisiana.

The initial Trustees shall meet as soon as reasonably possible after their selection for the purpose of organizing themselves, electing officers to serve until the first annual meeting, adopting by-laws, and taking such other action as may be reasonable, necessary or appropriate.

This corporation shall make an annual report covering the financial and business administration of the work of said corporation to the Louisiana Annual Conference, The United Methodist Church at its annual session.

ARTICLE VI
Officers

The officers of this corporation shall consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees from among its membership, and all of whom shall have such duties and responsibilities as the Board may, from time to time, determine, or as may be fixed by the by-laws.

There may also be such other subsidiary officers as may be provided from time to time by the by-laws.

ARTICLE VII
Financial Policy

No debt or obligation of this corporation shall ever become the obligation of the Louisiana Annual Conference of The United Methodist Church and, under no circumstances, shall the Louisiana Annual Conference, or any other board, agency, or division of The United Methodist Church be required to financially support this corporation or its objectives. Provided further, that this corporation, whether acting through its Board of Directors, officers agents or representatives, shall have no authority to incur debt or obligate the corporation for any loan, bond, grant, debenture, or other evidence of debt or for capital improvement, purchase of property, movable or immovable, construction, or building program, without the prior approval of the Bishop of the Louisiana Area of of The United Methodist Church, the Cabinet of the Louisiana Annual Conference, the Chancellor of the Louisiana Annual Conference, the Chairman of the Council on Finance and Administration, the Chairman of the Board of Global Ministries and the Health and the Welfare Concerns officer of the Louisiana Annual Conference. Such approval shall be given in writing by the Bishop, after consultation with the other named officials.

Provided however that the provisions of this paragraph shall not in any manner affect or restrict the power of the Board of Trustees to direct the administrative affairs of the corporation. Neither shall anything herein contained be construed to limit or restrict the right of individual United Methodist Churches of

Louisiana or the members thereof, to make donations and other gifts to the Corporation.

ARTICLE VIII
By-Laws

The Board of Trustees, may, by a majority vote, adopt and amend by-laws for the government and regulation of the affairs of the corporation, in harmony with these Articles of Incorporation and the laws of the State of Louisiana.

ARTICLE IX
Registered Office and Agent

The location and address of this corporation's registered office is:

850 Erie Street
Shreveport, Louisiana 71106.

The registered agent for this corporation is:

Winona B. Ward
850 Erie Street
Shreveport, Louisiana 71106.

ARTICLE X
Amendment of Articles

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees by two-thirds (2/3) action of the Board; PROVIDED that the notice for the meeting shall state the specific amendment to be considered and, FURTHER PROVIDED, such amendment shall be approved in writing by the presiding Bishop of the Louisiana Area, The United Methodist Church.

ARTICLE XI
Distribution of Assets on Dissolution

Should this corporation ever be dissolved, or should its existence terminate, all the assets of the corporation shall be distributed to the Louisiana Annual Conference, The United Methodist Church, or its successor. Should such organization not exist then all assets shall go only to other organizations exempt from income tax under the provisions of Section 501 (c) (3) under the Internal Revenue Code of 1954 or to the federal government or to the state

or local government for public purpose. No part of the assets of the association shall ever be distributed to or used for the benefit of any member, trustee or officer of the association, or any private individuals or corporation."

Methodist Retirement Services, as reflected by the above original Articles of Incorporation was originally incorporated by an authentic act dated February 7, 1977, and filed with the Secretary of State on February 16, 1977, and with the recorder of mortgages in and for Caddo Parish, Louisiana, on February 17, 1977, under Registry Number 708617.

The following are the new Articles of Incorporation as Restated, which Restated Articles are to entirely replace the former Articles of Incorporation of Methodist Retirement Services, to-wit:

"ARTICLE I NAME

The name and title of this corporation shall be:

MULTI-FAITH RETIREMENT SERVICES.

ARTICLE II DURATION

This corporation shall have and enjoy corporate existence and succession in perpetuity unless sooner dissolved in accordance with applicable law.

ARTICLE III OBJECTS AND PURPOSES

The general purpose of this corporation shall be to establish, maintain, and operate facilities for older adult persons in order to provide them with suitable living accommodations, nursing care and other services especially designed to meet their spiritual, mental, physical, social and psychological needs, including services to out-resident adult persons.

In addition, this corporation may engage in any lawful activity for which corporations may be formed under the non-profit Corporation Law of the State of Louisiana, as it may be amended from time to time; and it shall have all the powers, rights and privileges authorized under said law including,

without limitation, the general powers presently authorized under LSA R.S. 12:207, as it may be amended from time to time. The generality of the foregoing is limited to the extent that the corporation shall have only such purposes and shall engage in only such activities as are permissible for tax exempt corporations under Section 501 of the Internal Revenue Code of 1954, as amended and as it may hereafter be amended. No part of the net earnings of the corporation shall ever inure to the benefit of any private member and the corporation shall at no time engage in activities which are not either religious, charitable or educational in purpose.

ARTICLE IV MEMBERSHIP

This corporation is organized on a non-stock basis. The membership of this corporation shall be comprised of two classifications: (1) voting members who shall be the Board of Trustees; (2) non-voting members who shall be as determined from time to time by the Board of Trustees as set forth in the by-laws.

ARTICLE V BOARD OF TRUSTEES

All corporate powers, authority and management of this corporation shall be vested in and exercised by a Board of Trustees who shall have all rights, powers and duties of a Board of Directors.

The Board of Trustees shall have the authority to delegate substantive functions and power to act to an Executive Committee comprised of members of the Board of Trustees, said committee and the selection thereof to be provided for in the by-laws of this corporation.

The Board of Trustees shall consist of not less than 25 nor more than 40 natural persons as may be selected from time to time as provided in the by-laws. Provided, however, that the Board of Trustees may exceed 40 in number through 1981 for the purpose of allowing those persons presently serving as Board members to complete the term to which they were elected.

ARTICLE VI OFFICERS

The officers of this corporation shall consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees from among its membership, and all of whom shall have such duties and responsibilities as the Board may, from time to time determine, or as may be fixed by the by-laws.

There may also be such other subsidiary officers as may be provided in the by-laws.

ARTICLE VII BY-LAWS

The Board of Trustees may, by a majority vote, adopt and amend by-laws for the government and regulation of the affairs of the corporation, in harmony with these articles of incorporation, and the laws of the State of Louisiana.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The location and address of this corporation's registered office is:

850 Erie Street
Shreveport, Louisiana 71106

The registered agent for this corporation is:

Winona B. Ward
850 Erie Street
Shreveport, Louisiana 71106.

ARTICLE IX AMENDMENT OF ARTICLES

These articles of incorporation may be amended at any regular or special meeting of the Board of Trustees where a quorum is present by 2/3 vote of those board members present at such meeting. The notice for such meeting shall state the specific amendment to be considered.

ARTICLE X DISTRIBUTION OF ASSETS ON DISSOLUTION

Should this corporation ever be dissolved or should its existence otherwise terminate, all assets of the corporation shall be distributed only to organizations exempt from income tax under the provision of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or to the federal, state or local government for public purposes. No part of the assets of the association shall ever be distributed to or used for the benefit of any member, trustee or officer of the association, or any private individual or corporation. "

NOW, to these presents intervenes Bishop J. Kenneth Shamblin, the presiding Bishop of the Louisiana Area, The United Methodist Church, whose written approval is required under the original Articles of Methodist Retirement Services for any amendment to those Articles, appearing for the purpose of giving such approval to this amendment and restated articles.

THUS DONE AND PASSED before me in Shreveport, Caddo Parish, Louisiana and in the presence of the undersigned competent witnesses on the date first hereinabove written.

ATTEST:

Deborah H. Taylor
Elaine Frank

METHODIST RETIREMENT SERVICES
(MULTI-FAITH RETIREMENT SERVICES)

BY: Winona B. Ward
WINONA B. WARD,
CHAIRMAN, BOARD OF TRUSTEES

BY: Flora Goodrich
FLORA GOODRICH, SECRETARY

Dwight L. Ward
NOTARY PUBLIC

STATE OF LOUISIANA]

PARISH OF ORLEANS]

BEFORE ME, the undersigned Notary Public in and for said State and Parish and in the presence of the undersigned competent witnesses, personally came and appeared BISHOP J. KENNETH SHAMBLIN, presiding Bishop of the Louisiana Area, The United Methodist Church, who does hereby execute these presents for the purposes and considerations therein expressed on this _____ day of August, 1978.

ATTEST:

Betty J. Watson
Raymond L. Bourgeois

Kenneth Shamblin
BISHOP J. KENNETH SHAMBLIN

Lawrence J. Penix
NOTARY PUBLIC



FILED & RECORDED
CA
AUG 23 1978
MARY T. PRICE

NOTARY PUBLIC

R E S O L U T I O N
METHODIST RETIREMENT SERVICES

"BE IT RESOLVED that Methodist Retirement Services amend and restate its Articles of Incorporation pursuant to that restatement and amendment of articles annexed hereto and made a part hereof, said restatement to include the change of name of this corporation to MULTI-FAITH RETIREMENT SERVICES.

"BE IT FURTHER RESOLVED that the Chairman of the Board of Trustees (President) Winona B. Ward and the Secretary Flora Goodrich be and they are hereby authorized to execute restated and amended Articles of Incorporation and to file same with the Secretary of State, State of Louisiana, and the Recorder of Mortgages in and for Caddo Parish, Louisiana, in order to effectuate the purposes hereof."

I HEREBY CERTIFY that the foregoing represents a true and correct extract from the minutes of a Board of Directors meeting of Methodist Retirement Services, held at the office of the corporation, on August 8, 1978, at which meeting a quorum of Directors were present and acting, due notice of the meeting having been given and that said resolution has not been rescinded nor set aside.

Shreveport, Louisiana, this 8th day of August, 1978.

Flora Goodrich

SECRETARY

FILED & RECORDED
AUG 10 1978

OFFICE OF THE SECRETARY OF STATE
STATE OF LOUISIANA

OFFICE OF THE RECORDER OF MORTGAGES
STATE OF LOUISIANA

**AMENDED AND RESTATED BYLAWS
OF
MULTI-FAITH RETIREMENT SERVICES**

(Adopted on December 12, 2006)

ARTICLE I

OBJECT

The general object of this corporation shall be to establish, maintain and operate facilities for older adult persons in order to provide them with suitable living accommodations, nursing care, and other services especially designed to meet their spiritual, mental, physical, social, and psychological needs, including services to non-resident older adult persons. In recognition of the "multi-faith" philosophy of the corporation, the services provided in furtherance of its daily operations shall be provided in a multi-faith environment.

ARTICLE II

MEETINGS

2.1 An annual meeting of the Board of Trustees shall be held in March of each year for the purpose of transacting such business as may come before the meeting. Under unusual circumstances, and at the discretion of the Board Chairman, the meeting date may be changed to April.

2.2 Other regular or special meetings of the Board of Trustees may be called by the Board Chairman or by a majority of the members of the Board of Trustees.

2.3 Written notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally, by mail, e-mail or by FAX to each member of the Board of Trustees. This notice shall be sent no less than five nor more than fifty days before the date of such meeting.

2.4 Voting shall be in person only. Absentee voting or voting by proxy shall not be allowed, except as provided in Section 7.3 of these Bylaws. Voting shall be by voice or show of hands, except that upon written request of five members of the Board or by ruling of the Board Chairman, voting shall be by written, secret ballot.

2.5 A quorum shall consist of a majority of the members of the Board of Trustees and the acts of a majority of the members of the Board of Trustees at a meeting at which a quorum is present shall be the acts of the Board of Trustees. No business may be validly transacted unless a quorum is present.

2.6 The Board of Trustees may hold a meeting by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can

communicate with each other. Participation at a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the group that the meeting is not lawfully called or convened.

ARTICLE III

MEMBER

3.1 Membership of this corporation shall consist of one voting member and shall be on a non-stock basis, although membership may be evidenced by a certificate of membership.

3.2 The member of this corporation shall be: Willis-Knighton Health System, a Louisiana non-profit corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"), as an organization described in Section 501(c)(3) of the Code.

3.3 The member shall hold at least one meeting annually at such date and time as may be designated from time to time by the member to transact any business as may lawfully come before the meeting. No notice shall be required for such meeting.

3.4 The member, the president or the Board of Trustees may call special meetings upon written request. Notice containing the place, date and time of the meeting shall be provided by the Secretary not less than ten nor more than sixty days after the receipt of the special meeting request. If the Secretary neglects or refuses to call the special meeting, the person making the request may do so.

3.5 The following matters are reserved solely to the member and shall require the affirmative action of the member to be effective:

- (a) Approval and adoption of annual operating and capital budgets and any strategic or business plan of the corporation;
- (b) Any financial expenditure which deviates from the corporation's annual operating or capital budgets if the amount of any one financial expenditure or the sum of all prior financial expenditures which themselves deviate from the corporation's annual operating or capital budgets (combined), per fiscal year, exceed Twenty-Five Thousand Dollars (\$25,000.00);
- (c) The sale, lease, mortgage, or other transfer or encumbrance of the real property of the corporation;
- (d) Any merger, acquisition or consolidation of the corporation;
- (e) The borrowing or lending of money or the creation of indebtedness through the guaranty of another's debt or similar action;

- (f) Appointment and removal of members of the Board of Trustees or officers in accordance with these Bylaws; and
- (g) Creation, ownership or acquisition of or affiliation with any other organization.

3.6 Any action which may be required by law, the Articles of Incorporation or these Bylaws to be taken by the member shall be evidenced in writing, signed by the president, any vice president, secretary or treasurer of the member who has been delegated such authority by the member, for and on behalf of the member and shall be filed in the minute book of the corporation.

ARTICLE IV

BOARD OF TRUSTEES

4.1 The Board of Trustees shall be comprised of not less than ten nor more than eighteen natural persons who shall from time to time be elected by the member.

4.2 Each year, the member shall designate in a timely fashion successor members of the Board of Trustees with due consideration given to the multi-faith structure of the organization and its mission statement. Terms of office shall be staggered with initial terms beginning on January 1, 2007 with equal (or as near equal as possible) numbers of Trustees serving one, two and three year terms. Thereafter, terms of office shall be three years for Board members. A Board member shall serve until that member's successor is qualified. Appointment of Trustees shall precede appointment of officers at the annual meeting.

4.3 The Board of Trustees shall have the authority to create committees, which shall perform such functions or have powers as the Board may determine and subject to the right of the Board at any time to curtail or recall any such functions or powers.

4.4 A Trustee may resign at any time by giving written notice thereof to the board Chairman or to the Board Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon its receipt; unless otherwise specified in the notice, acceptance thereof shall not be necessary. Vacancies on the Board of Trustees may be filled by the member. A Trustee so appointed shall fill the unexpired term of the Trustee replaced.

4.5 Any Board Trustee may be removed from office by a two-thirds vote of the Trustees present at a specially called meeting attended by a quorum of Trustees (Section 2.5) with the approval of the member. The purpose of the meeting shall be stated in the meeting notice. The Trustee to be removed shall be given an opportunity to be heard. The vote shall be by secret ballot. In addition, any Board Trustee may be removed by the member at any time with or without cause.

4.6 This corporation agrees to and does hereby indemnify and hold harmless its Board of Trustees and officers from liability which may be incurred from any cause while acting on behalf of the corporation, so long as such action is in good faith and does not grossly deviate from a reasonable standard of care.

ARTICLE V

OFFICERS

5.1 The officers of this corporation shall consist of a Board Chairman, a Vice Chairman, a Secretary, and a Treasurer. All officers shall be elected for a two-year term and may be re-elected.

5.2 In addition to the above officers, the Board Chairman, with approval of the Board of Trustees and under such conditions as the Board may impose, may appoint other officers, including but not limited to one or more Assistant Vice Chairmen, one or more Assistant Treasurers, and one or more Assistant Secretaries, as may be necessary or desirable for the business of the corporation. Such other officers and agents shall have such duties and shall hold their offices for such as may be prescribed by the Board.

5.3 Any officer of the corporation may resign by giving written notice of resignation to the Board Chairman or the Board Secretary.

5.4 Any officer of the corporation may be removed, with or without cause, at any time, by the vote of two-thirds of the Trustees present at a meeting attended by a quorum of Trustees (Section 2.5) and the approval of the member. The vote shall be by secret ballot. In addition, any officer of the corporation may be removed by the member at any time with or without cause.

5.5 A vacancy in office may be filled by action of the Board of Trustees, upon member approval. Any vacancy so filled shall be for the unexpired term of the officer who has been replaced.

5.6 Subject only to such administrative duties as may be assigned from time to time to the Executive Director, the Board Chairman shall act as the chief executive officer. The Board Chairman shall preside over all meetings of the Board, and, when Robert's Rules of Order are unclear, shall decide all questions of order and law. The Board Chairman shall see that all orders and directives of the Board are executed and shall further perform any duties as ordinarily pertain to that office and as may be assigned by the Board. The Board Chairman shall be an ex-officio member of all committees and shall appoint all other committee chairmen, except those who are chairmen by virtue of their offices.

5.7 The Vice Chairman shall perform all the duties of the Board Chairman in the Board Chairman's absence and, in addition, shall perform duties as may be required or assigned by the Board. The Vice Chairman shall serve as Parliamentarian, using Robert's Rules of Order as the guiding reference.

5.8 The Secretary or a person appointed in the Secretary's place shall have the following duties: (1) keep, or cause to be kept, in one or more books provided for that purpose the minutes of all meetings of the Board; (2) see that all notices are duly given in accordance with the provisions of these Bylaws; (3) be custodian of all the records and of the seal of this corporation; (4) see that books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and (5) in general perform all the

usual duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board.

5.9 The Treasurer or a person appointed in the Treasurer's place shall have the following duties under the direction of the chief financial officer of the member: (1) have charge and custody of, and be responsible for, all funds and securities of the corporation; (2) maintain and keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and have control of the books of accounts; (3) cause all monies and credits to be deposited to the credit of the corporation in such banks or depositories as may be designated from time to time by the Board; (4) receive and give receipt and acquittance for monies due and payable to the corporation from any source; (5) supervise the disbursement and investment of the funds of the corporation as ordered, directed or authorized by the Board; (6) render to the Board and to the member, whenever required and at least once annually at the annual meeting, an account, in full, of the financial condition of the corporation; and (7) perform all duties usually incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board.

5.10 Election of officers shall take place each year at the annual meeting of the Board of Trustees; each officer shall be elected for a two-year term.

ARTICLE VI

STANDING AND OTHER COMMITTEES

6.1 The Board of Trustees may designate one or more committees in addition to standing committees created by these Bylaws, as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Board of Trustees upon its designation. Each committee shall consist of two or more members of the Board of Trustees which, to the extent provided by resolution of the Board of Trustees or these Bylaws, shall have and may exercise the power of the Board of Trustees in the management of the business and affairs of the corporation. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Trustees. Any committees created by the Board of Trustees which serve solely in an advisory capacity (with no authority to exercise the powers of the Board of Trustees) may consist of persons who are not members of the Board of Trustees.

6.2 There shall be the following standing committees, whose chairman shall be appointed by the Board Chairman: (1) the Physical Facilities Committee, (2) the Quality Assurance Committee, (3) the Marketing Committee, and (4) the Development Committee.

6.3 There shall be the following standing committees, whose chairmen shall be by virtue of the office held: (1) the Budget and Finance Committee, whose chairman shall be the Treasurer of the Board of Trustees, and (2) the Strategic Planning Committee, whose chairman shall be the Vice Chairman of the Board.

6.4 A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members at a meeting at which a quorum is present shall be the act of the committee.

6.5 Meetings of any committee may be called by the chairman of the committee. Each committee shall meet as often as necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meetings. Each committee shall keep minutes of its proceedings.

ARTICLE VII

EXECUTIVE DIRECTOR

7.1 There shall be an Executive Director.

7.2 The Board of Trustees shall employ a full-time, qualified and able Executive Director of Live Oak—A Multi-Faith Retirement Community.

7.3 The Executive Director may be removed at any time, with or without cause, by vote of at least two-thirds of the entire Board of Trustees, not simply two-thirds of the members present, with the approval of the member. Voting may be by proxy. Such proxy votes shall be in writing, signed and dated, and counted concurrently with the vote of the Trustees present. The vote shall be by secret ballot.

7.4 The Executive Director, under the direction of the Board of Trustees, shall be the Chief Administrative Officer of Live Oak and shall manage the general business affairs of the facility. The Executive Director shall perform or cause to be performed all other duties which may be assigned.

7.5 The Executive Director shall keep the Board promptly informed through the Board Chairman—or in the Board Chairman's absence the Vice Chairman—and the member, through its designated officer, of all significant events of which the Board and the member should be expected to have interest and knowledge. This includes, but is not limited to knowledge of threatened or pending lawsuits; significant injuries to residents, staff or visitors; damage to buildings and grounds beyond normal wear and tear; the financial condition of the corporation; out-of-the-ordinary financial transactions; or other significant events pertaining to the affairs of the corporation.

ARTICLE VIII

CORPORATE FUNDS

8.1 Funds may be withdrawn from accounts only upon signature and countersignature of two or three persons designated by the Board of Trustees. Any and all persons signing or countersigning checks or drafts, who may be entrusted with the handling of funds or securities or other negotiable property, shall be insured by a fidelity bond for the faithful performance of their duties in any amount and with such surety as determined by the Board of Trustees.

8.2 There shall be an annual audit of all accounts by a certified public accountant approved by the member. The annual audit shall be completed with a report to the Board of Trustees and member at the annual meeting, unless a later date is specifically designated by the Board of Trustees.

ARTICLE IX

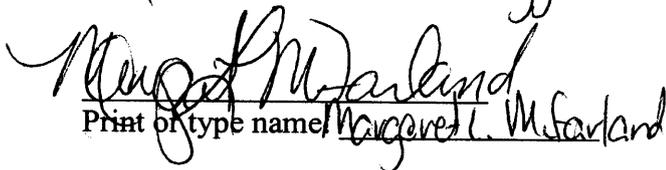
AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be made by the member, provided that notice of the proposed amendment(s) be given in writing to all members of the Board of Trustees prior to the proposed date for adoption.

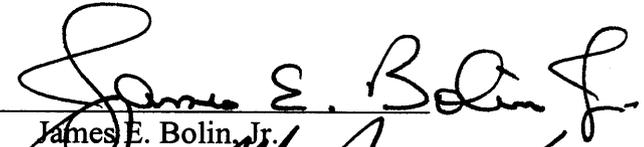
THUS DONE AND SIGNED THIS 21st day of December, 2006.

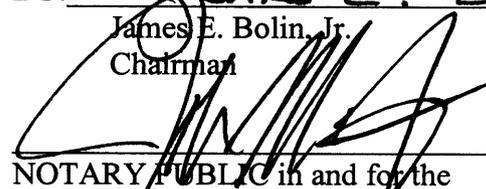
WITNESSES:


Print or type name: Nicole Noggle


Print or type name: Margaret L. McFarland

MULTI-FAITH RETIREMENT SERVICES

BY: 
James E. Bolin, Jr.
Chairman


NOTARY PUBLIC in and for the
Parish of Caddo, State of Louisiana

JOHN M. FRAZIER
Notary Public
Caddo Parish, La.
My Commission is for Life