



STATE HEALTH PLANNING AND DEVELOPMENT AGENCY

100 NORTH UNION STREET, SUITE 870
MONTGOMERY, ALABAMA 36104

FACTUAL INFORMATION REQUIRED FOR REVIEWABILITY DETERMINATION REQUESTS (SHPDA Rule 410-1-7-.02)

Any person may request for informational purposes only a determination as to the current reviewability of an anticipated project or determination of exemption for replacement equipment. Such request shall be submitted pursuant to the electronic filing requirements of SHPDA Rule 410-1-3-.09, disclosing full factual information, as more specifically identified below, and supplemented by any additional information or documentation which the Executive Director may deem necessary. SHPDA Rule 410-1-7-.02(1).

The following information must be included in all requests for reviewability determinations other than requests made pursuant to the Physician's Office Exemption (POE) or regarding End Stage Renal Disease (ESRD) stations, which must provide unique information specific to those providers:

1. Name of company seeking the reviewability determination.
2. Address and contact information for the authorized company representative seeking the determination.
3. Service area for the proposed service/equipment.
4. Any new/additional services to be provided under the proposed project.
5. Approximated costs of the proposed project for:
 - a. Equipment
 - b. First year annual operating costs
 - c. Capital costs, to include:
 - i. Leases
 - ii. Land/Building costs
 - iii. Construction costs
6. Disclosure of financial interests in the entity requesting the reviewability determination held by any other healthcare facilities or groups.
7. Attestation by an officer, partner or authorized agent of the company having knowledge of the facts disclosed in the reviewability request, utilizing the following form:

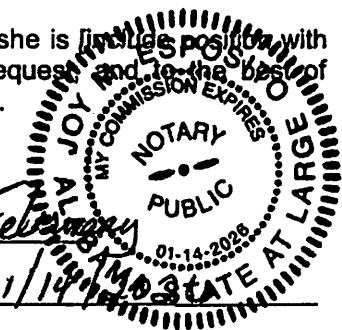
Affirmation of Requesting Party:

The undersigned, being first duly sworn, hereby make oath or affirm that he/she is [in the position with entity requesting the determination], has knowledge of the facts in this request and to the best of his/her/their information, knowledge and belief, such facts are true and correct.

Affiant [Signature] (SEAL)

SUBSCRIBED AND SWORN to before me this 2nd day of February
[Signature] My commission expires 01/14/2028

Notary Public



Each determination must be accompanied by a \$1,000 filing fee submitted in accordance with SHPDA Rule 410-1-3-.09, Electronic Filing. Once deemed complete, notice of the request shall be published on the Agency's website for thirty (30) business days, and additional notice of the request shall be provided to the general distribution list maintained by the Agency. Any affected person may file comments with the Agency pursuant to SHPDA Rule 410-1-3-.09 regarding the issuance of the requested letter of non-reviewability. The Executive Director may provide a response to the request within forty-five (45) days of the request, unless additional time is needed to obtain additional information or to evaluate comments filed in opposition of the request.

February 1, 2023

State Health Planning and Development Agency

100 North Union Street, suite 870

Montgomery, Alabama 36104

To whom it may concern,

Willow Brooke Court at Westminster Village in Spanish Fort, Alabama wishes to decertify and recertify rooms in our skilled area. This project will not involve any new equipment or modifications to any current rooms.

We would like to complete the following:

Wing A: Decertify rooms

547,546,545,544,543,542,541,540,539,538,537,536 total of 24. These rooms are designed for double occupancy. WE would like to use rooms 544 through 536 as single occupancy rooms.

Wing B: Recertify rooms

535,534,533,532,531,530,529,528,527,526,525,524 total of 12 beds.

Wing C: Decertify rooms

500,501,502,503,504,505,506,507,508,509,510,511 total of 12 beds

Wing D: Decertify rooms

523,522,521,520,519,518,517,516,515,514,513,512 total of 12 beds.

I have attached a map for reference. Please contact me if you have any questions.

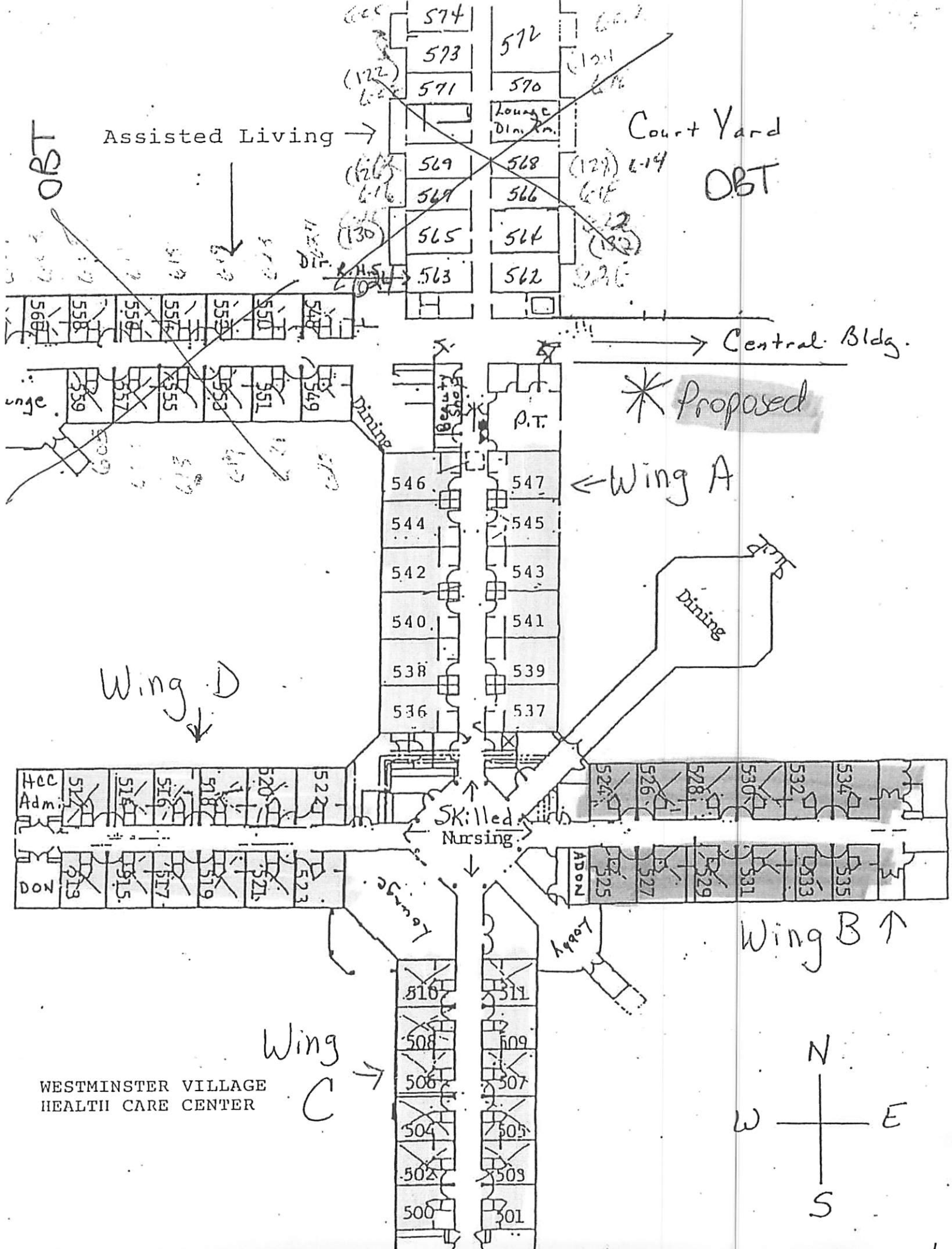
Sincerely,


Scott Lindsey NHA

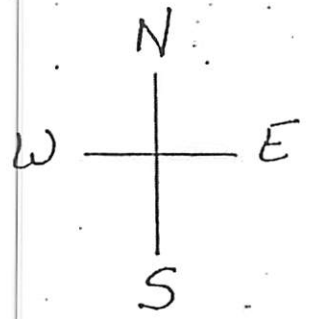
Assisted Living →

Court Yard
OBT

OBT



WESTMINSTER VILLAGE
HEALTH CARE CENTER





Westminster Village

Where Loving-Kindness Lives

February 22, 2023

Ms. Emily T. Marsal

Executive Director

State Health Planning and Development Agency

100 North Union Street, Suite 870

Montgomery, Alabama 36104

Westminster Village

500 Spanish Fort Boulevard
Spanish Fort, AL 36527

PHONE 251 626 2900

FAX 800 843 3740

ActsRetirement.org

RV2023-016

RECEIVED

Feb 28 2023

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

Re: RV2023-016

Willow Brooke Court at

Westminster Village

Dear Ms. Marsal:

This letter is in response to Reviewability Determination Request for additional information regarding the proposed decertification and recertification of rooms at Willow Brooke Court at Westminster Village, the existing medical facility located in Spanish Fort, Alabama.

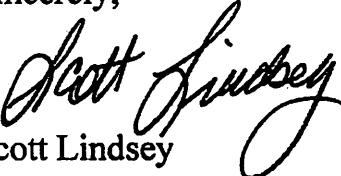
Additional information requested are as follows:

1. Provide the address and contact information for the authorized company representative seeking the determination. ***The company representative is Scott Lindsey. He may be contacted at 500 Spanish Fort Blvd, Spanish, Fort Alabama 36527. His telephone number is 251-626-8595.***

2. Please identify the specific section of the ALA. ADMIN.CODE r. 410-1-2-.05 applicable to the request. ***Pursuant to section 410-1-7-.02 this section would apply to this matter.***
3. Please provide the agency in narrative form with the specific service area for the Proposed project. ALA.ADMIN>CODE r. 410-1-2-.03 defines the service area as the county in which the service will be provided in the absence of a designated geographical service area. ***The county in which Willow Brooke Court at Westminster Village resides is Baldwin County.***
4. Provide detailed information regarding the health services currently offered at Willow Brooke Court at Westminster Village. If the Agency is unaware of the specific services being offered, it cannot be determined if a CON is currently required regardless of if additional or new services will be provided. ***Willow Brooke Court is a licensed skilled nursing facility in the state of Alabama. We provide skilled nursing services to our residents. Some of the services provided included but not limited to medication administration, nutrition, spiritual, activities, and daily living events. No new or additional services will be offered under our request.***
5. Provide additional information as to whether the proposed project will include new or additional services. ***This proposal will not include any new or additional services.***
6. Provide the approximated cost of the proposal to include major medical equipment, first year annual operating cost for the proposed decertification/recertification of rooms, and capital expenditures, which would include construction cost. Pursuant to ALA. ADMIN. CODE r. 410-1-4-.01, this proposal will not exceed any Certificate of Need expenditure thresholds in effect at the time of this filing, which were at \$3,241,543.00 for major medical equipment; \$1,296,6145.00 for new annual operating cost; and \$6,483,085.00 for capital expenditures. ***Willow Brooke Village at Westminster Village was recently acquired by ACTS Retirement Communities. This occurred at the beginning of 2023. There will be no additional cost associated with the proposal.***
7. Provide the Agency with a disclosure of financial interests in the entity requesting the reviewability determination held by any other healthcare facilities or groups. ***Willow Brooke Court at Westminster Village was recently acquired by ACTS Retirement Communities in 2023. This should not affect the proposal requested.***

If you have any further questions, please call me at 251-366-9602.

Sincerely,


Scott Lindsey

Nursing Home Administrator



Westminster Village
Where Loving-Kindness Lives

February 28, 2023

Ms. Emily T. Marshall
Executive Director
State Health Planning and Development Agency
100 North Union Street, Suite 870
Montgomery, Alabama 36104

RE: RV2023-016
Willow Brooke Court at
Westminster Village

Dear Ms. Marsal:

This letter is in continued response to questions of your letter dated February 17, 2023.

In continued response to question number six: ***There will be no additional cost incurred for the proposal of Willow Brooke Court at***

Westminster Village
500 Spanish Fort Boulevard
Spanish Fort, AL 36527

PHONE 251 626 7007
FAX 251 626 8529

ActsRetirement.org

RV2023-016
RECEIVED
Mar 01 2023

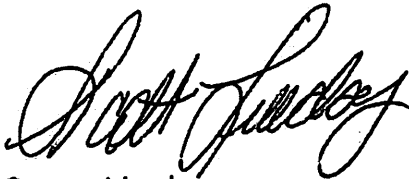
STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

Westminster Village to recertify and decertify beds at the existing medical facility. There will be zero equipment cost, zero construction cost, and zero additional first year operating cost.

In continued response to question number 7: ***Willow Brooke Court at Westminster Village*** is located at 500 Spanish Fort Blvd, Spanish Fort, Alabama. Westminster Village is owned by ACTS Retirement Communities. Acts Retirement Life Communities, Inc. is a non-for-profit continuing care retirement company that operates twenty-six communities along the east coast of the United States.

If you have any further questions, please do not hesitate to call me at 251-626-8595.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott Lindsey". The signature is written in a cursive, flowing style.

Scott Lindsey,

Nursing Home Administrator



Where Loving-Kindness Lives

Ms. Emily T. Marsal
Executive Director
State Health Planning and Development Agency
100 North Union Street
Suite 870
Montgomery, Alabama 36104

Dear Ms. Marsal,

The Acts organization affiliated with Presbyterian Retirement Corporation dba Westminster Village on May 1, 2017. The legal business name from that time until most recently on February 1, 2023 was Presbyterian Retirement Corporation dba Westminster Village. A trade name was used in conjunction with the legal business name on our Nursing Home License called WillowBrooke Court Skilled Care Center at Westminster Village under the Presbyterian Retirement Corporation, Inc legal name.

Effective on February 1, 2023 through an act of law, Presbyterian Retirement Corporation, Inc dba Westminster Village merged with and into ACTS Retirement-Life Communities, Inc. (Acts) and became an operating division within Acts. Please see attached Plan and Agreement of Merger. The Nursing Home License, was also updated to reflect the new legal owner to ACTS Retirement-Life Communities, Inc with the trade name of WillowBrooke Court Skilled Care Center at Westminster Village.

I hope that you find this letter helpful. Should you have any questions, my contact information is below.

Regards,

A handwritten signature in cursive script that reads "Peggy C. Valdivia".

Peggy C Valdivia
Vice President and Controller
ACTS Retirement-Life Communities, Inc.
pvaldivia@actslife.org
267-787-4103

Corporate Services Center
420 Delaware Drive, P.O. Box 2222
Fort Washington, PA 19034

ActsRetirement.org

RV2023-016

RECEIVED

Mar 09 2023

STATE HEALTH PLANNING AND
DEVELOPMENT AGENCY

March 7, 2023



Where Loving-Kindness Lives

Corporate Services Center
420 Delaware Drive, P.O. Box 2222
Fort Washington, PA 19034

ActsRetirement.org

Ms. Emily T. Marsal
Executive Director
State Health Planning and Development Agency
100 North Union Street
Suite 870
Montgomery, Alabama 36104

March 7, 2023

Dear Ms. Marsal,

The Acts organization affiliated with Presbyterian Retirement Corporation dba Westminster Village on May 1, 2017. The legal business name from that time until most recently on February 1, 2023 was Presbyterian Retirement Corporation dba Westminster Village. A trade name was used in conjunction with the legal business name on our Nursing Home License called WillowBrooke Court Skilled Care Center at Westminster Village under the Presbyterian Retirement Corporation, Inc legal name.

Effective on February 1, 2023 through an act of law, Presbyterian Retirement Corporation, Inc dba Westminster Village merged with and into ACTS Retirement-Life Communities, Inc. (Acts) and became an operating division within Acts. Please see attached Plan and Agreement of Merger. The Nursing Home License, was also updated to reflect the new legal owner to ACTS Retirement-Life Communities, Inc with the trade name of WillowBrooke Court Skilled Care Center at Westminster Village.

I hope that you find this letter helpful. Should you have any questions, my contact information is below.

Regards,

A handwritten signature in cursive script that reads "Peggy C. Valdivia".

Peggy C Valdivia
Vice President and Controller
ACTS Retirement-Life Communities, Inc.
pvaldivia@actslife.org
267-787-4103

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made effective as of the 15th day of FEBRUARY, 2023, by and between **ACTS RETIREMENT-LIFE COMMUNITIES, INC.**, a Pennsylvania nonprofit corporation having offices at 420 Delaware Drive, P.O. Box 2222, Fort Washington, PA 19034 (hereinafter "ACTS"), and **PRESBYTERIAN RETIREMENT CORPORATION, INC.**, an Alabama nonprofit corporation having offices at 500 Spanish Fort Boulevard, Spanish Fort, Alabama 36527 (hereinafter "PRC").

BACKGROUND

ACTS was formed in 1970 and owns and operates continuing care retirement communities in Pennsylvania and other states. The Pennsylvania identity number for ACTS is 260443, and its Alabama identity number is 939-152. PRC was formed in 1979 and provides care for the elderly and others through its provision of housing, sustenance, medical and other physical needs. Its Alabama identity number is 703-653. After review and consideration of various alternatives, the Board of Directors of PRC has determined that it is in the best interest of PRC that PRC be merged with and into ACTS pursuant to this Agreement. The Board of Directors of ACTS has determined that it is in the best interest of ACTS that such a merger be accomplished and is willing to engage in such a merger pursuant to the terms of this Agreement.

WITNESSETH:

IN CONSIDERATION of the mutual covenants and promises contained herein and intending to be legally bound, the parties agree as follows:

1. Plan of Merger.

1.1 Plan of Merger. Subject to the terms and conditions of this Agreement and in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, at the Effective Time (as hereinafter defined), PRC shall merge with and into ACTS (the "Merger"). ACTS shall be the surviving corporation and shall continue to be incorporated as a nonprofit corporation under and governed by the laws of the Commonwealth of Pennsylvania, and PRC shall cease to exist as an Alabama nonprofit corporation.

1.2 Effective Time. The Merger shall become effective at 12:01 am on February 1, 2023 ("Effective Time"), or at such different time as the Chairpersons of the Boards of Directors or Chief Executive Officers of ACTS and PRC shall hereafter establish.

2. Governance Matters.

2.1 Articles of Incorporation. At the Effective Time, the Articles of Incorporation of ACTS shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

2.2 Bylaws. The Bylaws of ACTS as in effect immediately prior to the Effective Date of the Merger shall be and remain the Bylaws of the Surviving Corporation.

2.3 Directors: Officers. As of the Effective Time, the directors and officers then in office of the surviving corporation shall continue to be the directors and officers of ACTS, each of whom shall serve until such time as his or her successor is elected and qualified as provided herein.

3. Effect of Merger.

3.1 Effect of Merger. At the Effective Time, the separate existence of PRC shall cease and PRC shall be merged with and into ACTS. ACTS shall thereupon possess the following (the "Property"): (i) all of the rights, privileges, immunities, powers and franchises, of any nature, of PRC; (ii) all property (real, personal and mixed) of PRC, including, but not limited to, (iii) all debts due to PRC on whatever account; and (iv) all other interests of or belonging to or due to PRC. The foregoing shall be taken and deemed to be transferred to and vested in ACTS without further act or deed. ACTS shall thereafter be responsible for all liabilities and obligations of PRC whether absolute or contingent, matured or unmatured, known or unknown, including but not limited to the duty to indemnify directors, officers and other representatives of PRC for any claims arising out of actions or inactions as directors, officers or other representatives of PRC. Any claim existing or action or proceeding pending by or against PRC may continue as if the Merger had not taken place and may be defended or prosecuted by ACTS. At the discretion of ACTS, ACTS may be substituted in the place of PRC in any such action or proceeding. Neither the rights of the creditors of PRC or any liens upon the Property shall be impaired by the Merger.

3.2 Execution and Delivery. PRC shall at any time, or from time to time, as and when requested by ACTS execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of ACTS, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as ACTS may deem necessary or desirable in order to evidence the transfer, vesting, perfection in or confirmation of title and possession of all of the Property in ACTS and otherwise to carry out the intent and purpose of this Agreement.

4. Miscellaneous.

4.1 Binding Effect. This Agreement and all of its terms and conditions shall extend to and be binding upon the parties hereto and their respective successors and assigns.

4.2 Governing Law. This Agreement shall be governed and controlled by the laws of the Commonwealth of Pennsylvania.

4.3 Amendment. No term or provision of this Agreement may be modified or amended, except by a written instrument executed by the parties hereto.

4.4 Headings. Section headings in this Agreement are included for the convenience of reference only and shall not constitute part of this Agreement for any other purpose.

4.5 Severability. If any provision, clause or part of this Agreement, or the application thereof under certain circumstances is held invalid, then the remainder of this Agreement or the application of such provision, clause or part under other circumstances shall not be affected thereby.

4.6 Survival. The representations, warranties, covenants and promises of each party hereto shall be deemed to be material and to have been relied upon by the other party notwithstanding any investigation made or notice received by the other party. All remedies with respect to a breach of such representations, warranties, covenants and promises shall survive the Merger.

4.7 Entire Agreement. This Agreement contains the entire understanding between the parties concerning the subject matter hereof, and no representations, inducements, promises or agreements, oral or otherwise, not embodied herein shall be of any force or effect. This Agreement supersedes any and all prior agreements, written or oral, between the parties hereto relating to the subject matter of this Agreement.

[End of Page; Signatures Follow]

IN WITNESS WHEREOF, the parties have duly executed this Agreement and Plan of Merger, under seal on the day and year first written above.


ACTS Retirement-Life Communities, Inc.

By: Peggy C Valdivia
Peggy Valdivia, Vice President and Controller

Presbyterian Retirement Corporation, Inc.

By: Karen I. Christiansen
Karen I. Christiansen, President

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: Name _____ Address _____ City _____ State _____ Zip Code _____	Statement of Merger DSCB:15-335 (7/1/2015)  335
<input checked="" type="checkbox"/> Return document by email to: <u>lwebster@dfhlaw.com</u>	

Read all instructions prior to completing.

Fee: \$70 plus \$40 for *each* association that is a party to the merger
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: ACTS Retirement-Life Communities, Inc.
2. The jurisdiction of formation of the surviving association: Pennsylvania
3. The type of association of the surviving association is (check only one):

- Business Corporation
- Nonprofit Corporation
- Limited Liability Company
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Business Trust
- Professional Association
- Other _____

4. The surviving association is a (check only one box, provide address and follow instructions for attachments):

- Domestic (Pennsylvania) filing entity already in existence on Department of State records
If applicable, attach to this Statement any amendment to its public organic record approved as part of the plan of merger.
- NEW domestic (Pennsylvania) filing entity (includes limited liability limited partnership)
Attach to this Statement the public organic record of the new entity.
- Foreign filing association or foreign limited liability partnership already registered with the Department.
If applicable, attach to this Statement any amendment to or transfer of its foreign registration approved as part of the plan of merger.
- Foreign filing association or foreign limited liability partnership simultaneously seeking registration with the Department of State
Attach to this Statement a completed form DSCB:15-412 (Foreign Registration Statement) with applicable fee and attachments.

Its current registered office address. Complete part (a) OR (b) – not both:

(a) 420 Delaware Drive Fort Washington PA 19034 Montgomery
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

- NEW domestic (Pennsylvania) limited liability partnership or electing partnership
Attach completed DSCB:15-8201 (Statement of Registration) or DSCB:15-8701A (Statement of Election)
- Domestic association that is not a domestic filing association
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its principal office:

Number and street City State Zip County

- Foreign association that is not, and will not, be registered with the Department of State
Attach to this Statement tax clearance certificates.

The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:

Number and street City State Zip

B. For the merging association(s) that are not surviving the merger:

1. The name of the merging association is: Presbyterian Retirement Corporation, Inc.

2. The jurisdiction of formation of the merging association: Alabama

3. The type of association is (check only one):

- | | | | |
|---|--|---|-------|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust | |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other | _____ |

4. Check and complete one of the following addresses.

<input type="checkbox"/>	<p>If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:</p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: _____ Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the merging association is a domestic association that is not a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p style="text-align: center;">Number and street City State Zip County</p>
<input type="checkbox"/>	<p>If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p><u>c/o Dominick Feld Hyde, PC 1130 22ND ST S Ste 4000 Blrmingham AL 35205</u></p> <p style="text-align: center;">Number and street City State Zip</p>

Use Statement of Merger – Addendum (DSCB:15-335AD)
 for additional merging parties that are not surviving the merger.

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

- This Statement of Merger shall be effective upon filing in the Department of State.
- This Statement of Merger shall be effective on: 02/01/2023 at 12:01 a.m.
Date (MM/DD/YYYY) Hour (if any)

D. Approval of merger by merging associations (check all applicable statement(s)):

- For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
- For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.
- For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 25th day of JANUARY, 2023.

Presbyterian Retirement Corporation, Inc.
Name of Merging Association

Kenn I. Amos
Signature

President
Title

ACTS Retirement-Life Communities, Inc.
Name of Merging Association

Larry C. Valdevia
Signature

Vice President and Controller
Title

CERTIFICATE OF MERGER

PURPOSE: In order to merge one or more entities - foreign or domestic - (merging entities which will cease to exist as an entity in Alabama) into another entity - domestic or foreign - the entities must deliver to the Office of the Alabama Secretary of State a Certificate of Merger pursuant to Section 10A-1-8.01 et seq. Code of Alabama 1975.

INSTRUCTIONS: Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:

*Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.

*Include a check, money order, or credit card payment for the \$100.00 processing fee.

*The request is only accepted via mail or courier and will not be accepted via email.

*Your filing will not be indexed if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).

This form must be typed and will not be accepted via email.

Information on the merging entity (this is the entity which will cease to exist/terminating entity):

1. The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

Presbyterian Retirement Corporation, Inc.

2. Alabama Entity ID Number (Format: 000-000-000): 000 - 703 - 653 TO OBTAIN ID NUMBER, go to our website at www.sos.alabama.gov, click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. This step is strongly recommended.

3. Mailing address of the principal office of the merging entity: 500 Spanish fort Blvd, Spanish Fort, AL 36527

4. Jurisdiction of the governing statute of the merging entity:

The entity was formed in Mobile county, Alabama on 03 / 05 / 1979 (MM/DD/YYYY).

OR

The foreign entity is not currently registered to do business in Alabama:

The public office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

Additional merging entities attached - must provide same information as above.

(For SOS Use Only)

This form was prepared by: (type name and full address)

J. Lance Webster
Dominic Feld Hyde, PC
1130 22ND ST S STE 4000
Birmingham, AL 35205

CERTIFICATE OF MERGER

Information on the surviving entity (this is the entity which will continue to exist):

5. The name of the entity as formed/registered in Alabama (if not registered, the legal name in the jurisdiction of formation/authority):

ACTS Retirement-Life Communities, Inc.

6. Alabama Entity ID Number (Format: 000-000-000): 000 - 853 - 962 **TO OBTAIN ID NUMBER, go to our website at www.sos.alabama.gov, click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. This step is strongly recommended**

7. Mailing address of the principal office of the surviving entity: 420 Delaware Drive PO BOX 2222

Fort Washington, PA 19034

8. **Jurisdiction of the governing statute of the surviving entity:**

The entity was formed in _____ county, Alabama on ____ / ____ / ____ (MM/DD/YYYY).

OR

The surviving entity is an Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

Required for entities formed outside of Alabama or Domestic Entities Not Registered with the Alabama Secretary of State:

The public office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

Pennsylvania Department of State, Bureaus of Corporations and Charitable Organizations, PO BOX 8722

Harrisburg, PA 17105-8722

9. The effective date of the merger shall be: 01 / 01 / 2023 (MM/DD/YYYY - date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90th day after the date the instrument was signed). **The index of the Alabama Secretary of State will not reflect a date prior to the date received/ filed by that office.**

10. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.

11. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.

12. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.

CERTIFICATE OF MERGER

13. A copy of the Plan of Merger is on file at a place of business of the surviving entity which is (street address):

420 Delaware Drive, Fort Washington, PA 19034

14. Amendments to surviving entity's formation documents (name changes may require a name reservation):


15. **Foreign Entity requirement – surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

Copies of any other documents which are consistent with Section 10A of the Code of Alabama 1975, have been attached. (May include Plan of Merger, additional signature pages as attachments, etc.)

MERGING ENTITY
Presbyterian Retirement Corporation, Inc.

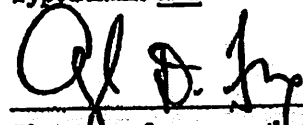
1/25/2023
Date

Karen I. Christiansen, President
Typed name and title of signature below


Signature of person authorized to sign per 10A-1-4.01

1/25/2023
Date

Glenn D. Fox, Secretary
Typed name and title of signature below


Signature of person authorized to sign per 10A-1-4.01

CERTIFICATE OF MERGER

13. A copy of the Plan of Merger is on file at a place of business of the surviving entity which is (street address):

420 Delaware Drive, Fort Washington, PA 19034

14. Amendments to surviving entity's formation documents (name changes may require a name reservation):

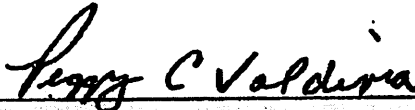
15. **Foreign Entity requirement – surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

Copies of any other documents which are consistent with Section 10A of the Code of Alabama 1975, have been attached. (May include Plan of Merger, additional signature pages as attachments, etc.)

SURVIVING ENTITY
ACTS Retirement-Life Communities, Inc.

1 / 25 / 2023
Date

Peggy Valdivia, Vice President and Controller
Typed name and title of signature below


Signature of person authorized to sign per 10A-1-4.01

1 / 25 / 2023
Date

Glenn D. Fox, Assistant Secretary
Typed name and title of signature below


Signature of person authorized to sign per 10A-1-4.01

STATEMENT OF MERGER
PRESBYTERIAN RETIREMENT CORPORATION, INC.
WITH AND INTO
ACTS RETIREMENT-LIFE COMMUNITIES, INC.

This Statement of Merger is made and entered into this day, January 25, 2023, pursuant to the Alabama Business and Nonprofit Entity Code, as follows.


1. The parties to the Merger are ACTS Retirement-Life Communities, Inc., a Pennsylvania nonprofit corporation having offices at 420 Delaware Drive, P.O. Box 2222, Fort Washington, PA 19034 (Pennsylvania identifying number 260443 and Alabama identifying number 939-152) (hereinafter "ACTS"), and Presbyterian Retirement Corporation, Inc., an Alabama nonprofit corporation having offices at 500 Spanish Fort Boulevard, Spanish Fort, Alabama 36527 (Alabama identifying number 703-653) (hereinafter "PRC").
2. The surviving entity is ACTS Retirement-Life Communities, Inc., a Pennsylvania nonprofit corporation having offices at 420 Delaware Drive, P.O. Box 2222, Fort Washington, PA 19034 (Pennsylvania identifying number 260443 and Alabama identifying number 939-152).
3. ACTS filed its certificate of formation on November 27, 1970 with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organization. Articles of Amendment were filed, August 2, 1979, July 15, 1980, November 14, 1996, October 28, 1998, and December 20, 2011. PRC filed its certificate of formation on March 5, 1979 with the office of the Probate Judge of Mobile County, Alabama. Restated articles were filed on April 17, 2017 and on May 12, 2017. Articles of Amendment were filed on May 22, 2017.
4. The merger is to be effective 12:01 a.m. February 1, 2023.
5. The Plan of Merger has been approved by each of ACTS and PRC in accordance with each of their respective governing statutes.
6. A copy of the Plan of Merger will be furnished by ACTS, on request and without cost, to any owner of any entity which is a party to the Merger.

[END OF PAGE; SIGNATURES FOLLOW]

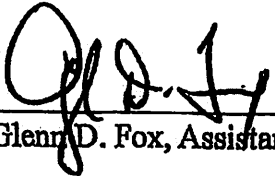
IN WITNESS WHEREOF, the undersigned have caused this Statement of Merger to be signed by duly authorized officers as of the date first set forth above.

ACTS Retirement-Life Communities, Inc.

Presbyterian Retirement corporation, Inc.

By 
Peggy Valdivia, Vice President

By 
Karen I. Christiansen, President

By 
Glenn D. Fox, Assistant Secretary

By 
Glenn D. Fox, Secretary

VERIFICATION WITNESS


Glenn D. Fox, Assistant Secretary

VERIFICATION WITNESS


Glenn D. Fox, Secretary