

RESTATED ARTICLES OF INCORPORATION

(Restated July 9, 2010)

BETHESDA LUTHERAN COMMUNITIES, INC.

The following restated Articles of Incorporation of Bethesda Lutheran Communities, Inc., duly adopted pursuant to the provisions and authority of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing Articles of Incorporation and any amendments thereto.

ARTICLE 1 – NAME

Name of the corporation: Bethesda Lutheran Communities, Inc.

ARTICLE 2 – ORGANIZATION

The corporation is organized under Ch. 181 of the Wisconsin Statutes.

ARTICLE 3 – REGISTERED AGENT NAME

Name of the registered agent: CSC-Lawyers Incorporating Service Company.

ARTICLE 4 – REGISTERED AGENT ADDRESS

Street address of the registered agent: 8040 Excelsior Drive, Suite 400, Madison, WI 53717.

ARTICLE 5 – PRINCIPAL OFFICE ADDRESS

Mailing address of the principal office: 600 Hoffmann Dr., Watertown, WI 53094.

ARTICLE 6 – MEMBERSHIP

The corporation will have members. Any individual who is a communicant member of a congregation affiliated with The Lutheran Church - Missouri Synod, the Wisconsin Evangelical Lutheran Synod, or the Evangelical Lutheran Synod may become a member of the corporation upon application and payment of membership dues as fixed in the Bylaws. Any individual who

was an individual Voting Member of Good Shepherd Lutheran Home of the West d/b/a Good Shepherd Communities ("Good Shepherd"), as of the date the corporation acquired control of Good Shepherd, and who submitted an application postmarked within sixty (60) days of the date the corporation acquired control of Good Shepherd, is eligible to be a member of the corporation. Any individual member of the corporation as described above who shall not be more than six (6) months in arrears in dues and shall have attained the age of eighteen (18) shall be eligible to vote; and any voting member who shall have attained the age of twenty-five (25) shall be eligible to be elected as a director of the corporation.

Any congregation affiliated with The Lutheran Church - Missouri Synod, the Wisconsin Evangelical Lutheran Synod, or the Evangelical Lutheran Synod may hold a congregational membership in the corporation upon application and payment of congregational membership dues as fixed in the Bylaws; a member congregation may be represented at the corporation meeting by one (1) elected representative. Any congregation which is not more than six (6) months in arrears in dues shall be entitled to have its representative vote.

Friends of Bethesda are those individuals or Lutheran organizations which are interested in the work of Bethesda Lutheran Communities, Inc. which are not congregations or members of congregations as described above. Individual Friends of Bethesda shall be granted the privilege of expressing their opinions at meetings of the corporation, but shall not be granted the privilege of voting. Organizational Friends of Bethesda may be represented at meetings of the corporation by one elected representative of each organization who may express opinions, but shall not be granted the privilege of voting. The dues for Friends of Bethesda shall be established by the Bylaws.

Any person who holds a regular or lifetime membership in the corporation as of November 1, 1987, but would otherwise be a member of Friends of Bethesda, shall continue to hold such corporate membership until his or her death and shall also be a member of "Friends of Bethesda."

ARTICLE 7 - PURPOSE

Bethesda Lutheran Communities, Inc. is a charitable corporation formed for the purpose of caring for developmentally disabled children and adults in a Christian manner, specifically instructing them in the evangelical Lutheran doctrines. Since its founding in 1904, Bethesda Lutheran Communities, Inc.,

has existed to serve developmentally disabled persons by providing for their spiritual, physical, social, mental and emotional needs. In addition to the primary goal of such Christian education, the ultimate aim is to develop their God-given potential, to increase their knowledge and skills, and to enhance their ability to deal with their environment.

ARTICLE 8 - NUMBER OF DIRECTORS

The number of directors may be fixed by bylaw but shall not be less than the minimum number of directors required by Wisconsin law.

ARTICLE 9 - OTHER PROVISIONS

This corporation may acquire, own, hold, and dispose of real estate, buildings, and personal property for the purpose of its creation and business, and for such purpose may mortgage, sell, lease, or convey the same.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

The corporation may make a payment or other distribution to a nonprofit corporation, provided the payment or distribution is in accordance with the stated purpose of the corporation and is permitted under Wis. Stat. 181.1302(3), as amended.

In the event of dissolution of this corporation, it shall follow the procedures prescribed in the Statutes of the State of Wisconsin for nonstock corporations.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, which is engaged in activities similar to and in agreement with the purpose of the corporation as described in Article 7, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10 - AMENDMENT

These articles may be amended in the manner authorized by law at the time of amendment. All proposed amendments to these articles must be submitted to the Board of Directors prior to presentation to the membership and shall be mailed to the membership at least 15 days prior to the meeting at which the amendment is to be considered.