

Richard T. Gosser  
Founder

## The Toledo Health and Retiree Center, Inc.

310 - 318 W. WOODRUFF AVENUE TOLEDO, OHIO 43624



CHerry 8-3765



October 19, 1966

*Extended Care Center*

### TRUSTEES

Charles Ballard  
President  
Charles Kahle  
Vice-President  
Steve Sadowski  
Sec'y-Treasurer

Mr. Richard T. Gosser  
317 W. Woodruff Ave.  
Toledo, Ohio

Dear Mr. Gosser

The Board of Trustees of the Toledo Health and Retiree Center, Inc. discussed and authorized the Officers to bring to fruition our long planned for Extended Care Facility.

The Toledo Health and Retiree Center, Inc., by its Trustees, amended its application for tax exemption as a Charitable, non-profit organization under Section 501 (c) (3) of the Internal Revenue Code to Section 501 (c) (4) as a social organization upon advice of Tax Counsel for technical and legal reasons.

It was imperative that the Extended Care Facility be owned and operated by an organization which would without any difficulty, qualify under Section 501 (c) (3). This required the formation of a new corporation.

The Trustees, thru the Executive Committee, have, therefore, formed a new corporation called The Toledo Health and Retiree Extended Care Center, Inc. to erect, establish and operate the new facility. They have also adopted By-Laws for the Corporation. Both the Articles of Incorporation and the By-Laws were prepared by Arnold & Porter, Washington D.C. the Tax Attorneys for the Toledo Health and Retiree Center, Inc.

In order to insure the carrying out of the goals of the Board of Governors with respect to the establishment of the Extended Care Facility, there is incorporated in the Articles of Incorporation and By-Laws of The Toledo Health and Retiree Extended Care Center, Inc. the following stipulations:

1. The Board of Governors of this Corporation shall be the same as the Board of Governors of the Toledo Health and Retiree Center, Inc. and election to the Board of Governors of the Toledo Health and Retiree Center, Inc. shall constitute election to the Board of Governors of this Corporation.

Page 2  
October 19, 1966

2. The Board of Trustees of this Corporation shall be the same as the Board of Trustees of the Toledo Health and Retiree Center, Inc. and election as a member of the Board of Trustees of the Toledo Health and Retiree Center, Inc. shall constitute election to the Board of Trustees of this Corporation.
3. The Officers of this Corporation shall be the same as the Officers of the Toledo Health and Retiree Center, Inc. and election as an Officer of the Toledo Health and Retiree Center, Inc. shall constitute election to the same office of this Corporation.
4. The Board of Governors of this Corporation shall constitute the membership of this Corporation.

We have enclosed herewith for your personal use a copy of the Articles of Incorporation and the By-Laws of The Toledo Health and Retiree Extended Care Center, Inc.

You, as a Member of the Board of Governors of the Toledo Health and Retiree Center, Inc., are automatically a member of the Board of Governors of the new corporation, the Toledo Health and Retiree Extended Care Center, Inc.

We have prepared for your signature a letter of acceptance of this new honor and responsibility, together with certain resolutions organizing the new Corporation. Your signature on these documents will eliminate the necessity of calling an organization meeting of the new corporation and when all of the Board Members have returned the acceptance and resolutions signed, the Corporation will be under way. The laws of the State of Ohio permits action to be taken in this manner without a meeting when all of those eligible to vote sign the documents setting forth the action to be taken.

The first meeting of the Board of Governors of the new corporation will be held at the same time and place as the next meeting of the Board of Governors of The Toledo Health and Retiree Center, Inc., unless, of course, one or more members of the Board of Governors fail to return the acceptance and resolutions signed. In such event, the incorporating trustees will have to call an organizational meeting.

It is anticipated that we will be eligible for substantial Hill-Burton funds

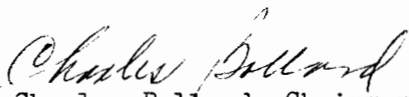
Page 3  
October 19, 1966

shortly and your early return of the acceptance and resolutions signed by you will insure that we have an organization to receive them.

Thanking you for your kind consideration, I am,

Sincerely yours,

THE TOLEDO HEALTH AND RETIREE EXTENDED CARE  
CENTER, INC.

  
Charles Ballard, Chairman  
Incorporation Trustees

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