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ACCOUNT NO. : 072100000032

REFERENCE : 721258 4305663

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 6, 2000

ORDER TIME : 4:17 PM

800003279448--1

ORDER NO. : 721258-010

CUSTOMER NO: 4305663

CUSTOMER: Ms. Tina Morgan  
Bass Berry & Sims  
315 Deaderick Street  
Suite 2700  
Nashville, TN 37238-0002

FOREIGN FILINGS

NAME: ARC BOCA RATON, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED  
00 JUN -6 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 JUN -6 PM 4:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

nr 6/6

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

RECEIVED FILED  
DEPARTMENT OF CORPORATIONS  
00-MIN-6 PM 4:16

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ARC Boca Raton, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee 3. 62-1820386  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/14/00 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 111 Westwood Place, Suite 402, Brentwood, Tennessee 37027  
(Current mailing address)

own, operate and management of retirement senior living, assisted living and memory impaired facilities  
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company  
By: Deborah D. Skipper  
(Registered agent's signature)

**Deborah D. Skipper  
as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

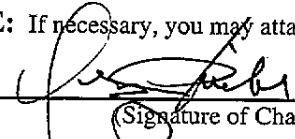
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George T. Hicks, EVP  
(Typed or printed name and capacity of person signing application)

SECRET  
DIVISION OF REVENUE  
00 JUN -6 PM 4: 15

OFFICERS OF  
ARC BOCA RATON, INC.

SECRET  
FILED  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 4: 16

<u>Name</u>	<u>Title</u>
W. E. Sheriff	Chairman, Chief Executive Officer, and Sole Director
Christopher J. Coates	President and Chief Operating Officer
H. Todd Kaestner	Executive Vice President - Corporate Development
George T. Hicks	Executive Vice President - Finance, Secretary and Treasurer
James T. Money	Executive Vice President - Senior Living Networks
Tom G. Downs	Senior Vice President - Operations
Donald L.Husi	Senior Vice President - Operations
Gregory L. Patterson	Senior Vice President
Debbie Elliott	Senior Vice President, Controller
Tim Getty	Vice President - Sales
Dick Newton	Vice President - Operations
Terry Frisby	Senior Vice President - Corporate Culture & Compliance
Nick Nickel	Vice President - Construction and Asset Management
Shaw Flippen	Senior Vice President - Development Construction
Rock Raessler	Vice President - Asset Management and Purchasing
Ross Roadman	Senior Vice President - Investor Relations and Strategic Planning
Andre Huffine	Vice President - Assisted Living Operations
Greg Richard	Executive Vice President - Operations
Pat McGee	Vice President - Marketing
Sheryl Ludeke-Smith	Vice President - Alzheimer's
Jim Murphy	Vice President - Operations
Lee McNight	Senior Vice President - Community Relations

Mailing Address of Officers:

111 Westwood Place, Suite 402  
Brentwood, TN 37027

Secretary of State  
Corporations Section

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 05/23/2000  
REQUEST NUMBER: 00144571  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/14/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0384628  
JURISDICTION: TENNESSEE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -6 PM 4:16

TO:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC  
7051 HIGHWAY 70 S  
NO 333  
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ARC BOCA RATON, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/23/00

FROM:  
CAPITAL FILING SERVICE, INC.  
PMB 333  
7051 HWY 70 SOUTH  
NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$280.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$280.00

RECEIPT NUMBER: 00002692091  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE