

FD6000000396

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

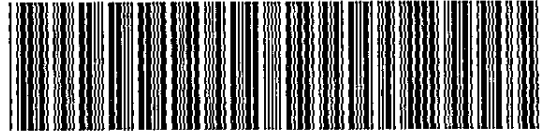
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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REMOVED
06 JAN 20 AM 10: 43

S. McKnight JAN 23 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 822766 4305663
AUTHORIZATION :
COST LIMIT : \$ 70

Handwritten signature: Spedden

ORDER DATE : January 20, 2006
ORDER TIME : 10:02 AM
ORDER NO. : 822766-010
CUSTOMER NO: 4305663

FOREIGN FILINGS

NAME: ARC FREEDOM SQUARE MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT#

EXAMINER:

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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 Freedom Square Management, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

4. 12/29/05 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. at registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 111 Westwood Place, Suite 200
(Principal office address)

Brentwood, TN 37027
(Current mailing address)

8. own, operate, manage, assisted living, memory enhanced and independent living facilities
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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: Cynthia L. Harris
(Registered agent's signature)

Cynthia L. Harris
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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: W. E. Sheriff

Address: 111 Westwood Place, Suite 200
Brentwood, TN 37027

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached

Address: _____

Vice President: _____

Address: _____

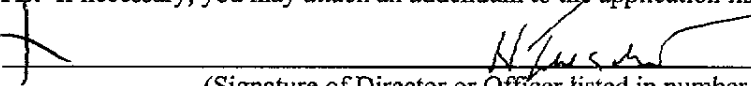
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. _____
H. Todd Kaestner
EVP Corporate Development
(Typed or printed name and capacity of person signing application)

Officers

W. E. Sheriff	Chairman, Chief Executive Officer and President
Gregory B. Richard	Executive Vice President and Chief Operating Officer
H. Todd Kaestner	Executive Vice President - Corporate Development
George T. Hicks	Executive Vice President - Finance and Internal Audit, Secretary and Treasurer
James T. Money	Executive Vice President - Sales and Marketing
Bryan D. Richardson	Executive Vice President - Finance and Chief Financial Officer
Ross C. Roadman	Senior Vice President - Strategic Planning and Investor Relations
Terry L. Frisby	Senior Vice President - Human Resources, Corporate Compliance and Culture
Jack Leebron	Senior Vice President - Legal Services
E. Carl Johnson	Senior Vice President
Lee A. McKnight	Senior Vice President - Retirement Community Marketing
Gary Anderson	Regional Vice President - Operations
Ronald Aylor	Senior Vice President - Sales
Eddie Fenoglio	Regional Vice President - Operations
Fred Ewing	Regional Vice President - Operations
Sheila Garner	Regional Vice President - Operations
Glenn Kiger	Regional Vice President - Operations
Matt Fontana	Vice President - Advertising and Public Relations
John Gerard Schwaner	Vice President - Assisted Living Marketing
Lee Anne Fein	Senior Vice President - Innovative Senior Care
Kimberly Myers	Vice President and Corporate Controller
Mark Ranno	Vice President - Dining Services
Marla Sovereign	Senior Vice President - Assisted Living

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Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 01/12/2006
REQUEST NUMBER: 06012564
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/29/2005
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0509817
JURISDICTION: TENNESSEE

TO:
CFS
8161 HWY 100
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

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

"ARC FREEDOM SQUARE MANAGEMENT, 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

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/12/06

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$80.00 \$0.00
TOTAL PAYMENT RECEIVED: \$80.00

RECEIPT NUMBER: 00003842666
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE