

# FD7000001015

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## FOREIGN PROFIT/NONPROFIT CORPORATION

Brookdale Wellington, Inc.

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January 24, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: BROOKDALE WELLINGTON, INC.  
REF: W07000003915

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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. BROOKDALE WELLINGTON, 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. DELAWARE 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 25, 2006 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 330 N WABASH AVE, STE. 1400, CHICAGO, ILLINOIS 60611  
(Principal office address)  
330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611  
(Current mailing address)

8. MANAGE, OWN AND OPERATE SENIOR 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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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 that 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.*

CT Corporation System  
By: Sarah B Ayala Sarah B. Ayala  
(Registered agent's signature) Assistant Secretary

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:

FORM 02/01/2006 CT 5-1/4-1/4-1/4

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**A. DIRECTORS**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Chairman: MARK J SCHULTE

Address: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

Vice Chairman: MARK W OHLENDORF

Address: 6737 W WASHINGTON ST., STE. 2300, MILWAUKEE, WI. 53214

Director: JOHN P RIJOS

Address: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

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

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

**B. OFFICERS**

President: MARK J SCHULTE

Address: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

Vice President: JOHN P RIJOS

Address: 330 N WABASH AVE., STE. 1400, CHICAGO, ILLINOIS 60611

Secretary: T. ANDREW SMITH

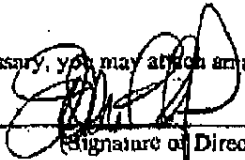
Address: 111 WESTWOOD PLACE, STE. 200, BRENTWOOD, TENNESSEE 37027

Treasurer: MARK W OHLENDORF

Address: 6737 W WASHINGTON ST., STE. 2300, MILWAUKEE, WI. 53214

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. JOHN P RIJOS, CO-PRESIDENT

(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKDALE WELLINGTON, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKDALE WELLINGTON, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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070053061

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5360204

DATE: 01-17-07