

F94 000003182

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

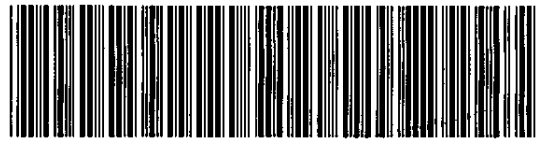
(Business Entry Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 MAR - 2 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
DEC
2/6



B R O O K D A L E
S E N I O R L I V I N G

Susan Jeffrey
Paralegal/Regulatory Affairs Specialist
Direct Dial: (312) 977-3742
sjeffrey@brookdaleliving.com

RECEIVED
2009 MAR -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 2009

VIA U.S. MAIL

Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 23214

RE: Alterra Healthcare Corporation
Florida corporate number: F94000003182

To Whom It May Concern:

Please find attached an original Application for Amended Certificate of Authority (and one copy) representing a name change from Alterra Healthcare Corporation to Brookdale Senior Living Communities, Inc., check #01672342 in the amount of \$43.75 (filing fees), as well as a copy of the Certificate of Amendment filed on February 17, 2009 with the Delaware Secretary of State.

Once filed, please return an original file stamped amendment to my attention in the enclosed self-address stamped envelope.

If additional information is needed to fulfill this request, please do not hesitate to contact me at 312/977-3742.

Respectfully submitted,

Susan Jeffrey
Paralegal/Regulatory Affairs Specialist

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Alterra Healthcare Corporation
(Name of Corporation)

DOCUMENT NUMBER: F94000003182

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan Jeffrey
(Name of Contact Person)

Brookdale Senior Living, Inc.
(Firm/Company)

330 North Wabash, Suite 1400
(Address)

Chicago, Illinois 60611
(City/State and Zip Code)

For further information concerning this matter, please call:

Susan Jeffrey at (312) 977-3742
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000003182

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Alterra Healthcare Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. June 17, 1994
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/17/09
5. Brookdale Senior Living Communities, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

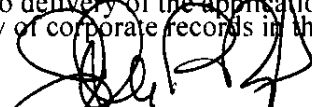
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John P. Rijos
(Typed or printed name of person signing)

President
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALTERRA HEALTHCARE CORPORATION", CHANGING ITS NAME FROM "ALTERRA HEALTHCARE CORPORATION" TO "BROOKDALE SENIOR LIVING COMMUNITIES, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2009, AT 12:22 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2363418 8100

090147405



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7138433

DATE: 02-17-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:53 PM 02/17/2009
FILED 12:22 PM 02/17/2009
SRV 090147405 - 2363418 FILE

**CERTIFICATE OF AMENDMENT
TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ALTERRA HEALTHCARE CORPORATION**

Alterra Healthcare Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The first sentence of Article FIRST of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"The name of the corporation is Brookdale Senior Living Communities, Inc. (hereinafter the "Corporation")."

SECOND: The foregoing amendment has been duly adopted in accordance with Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed in its corporate name by the undersigned duly authorized officer as of this 16th day of February, 2009.

By: 

Name: T. Andrew Smith

Title: Executive Vice President and Secretary