

F96000006619

RUDEN McCloskey
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. EMERITUS PROPERTIES Y, INC. 300002168053--0
(Corporation Name) (Document #) -05/06/97--01107--018
****297.50 ****192.50
2. NPR RETIREMENT CENTER, INC.
(Corporation Name) (Document #)
3. STANFORD CENTRE, INC
(Corporation Name) (Document #)
4. ENGLEWOOD RETIREMENT CENTER INC
(Corporation Name) (Document #)

FILED STATE
SECRETARY OF CORPORATIONS
97 MAY - 1 PM 3:13

- Walk in
 Pick up time _____
 Certified Copy (3)
- Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILE ON
MAY 1
AFTER YOU
RECEIVE AUTHORIZATION

merger
5/1/97

Examiner's initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

NPR RETIREMENT CENTER, INC., #L21513, a FL Corp.

STANFORD CENTRE, INC., #K62097, a FL Corp.

ENGLEWOOD RETIREMENT CENTER, INC., #V18151, a FL Corp.

INTO

EMERITUS PROPERTIES V, INC., a Washington corporation, F96000006619

File date: May 1, 1997

Corporate Specialist: Susan Payne

RUDEN
MCCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

215 SOUTH MONROE STREET
SUITE 815
TALLAHASSEE, FLORIDA 32301

POST OFFICE BOX 10888
TALLAHASSEE, FLORIDA 32302

TELEPHONE: (904) 681-9027
FAX: (904) 224-2032

E-MAIL: MLM@RUDEN.COM

April 30, 1997

Secretary of State
Division of Corporations - Amendments
409 East Gaines Street
Tallahassee, FL 32314
ATTN: SUSAN PAYNE

VIA HAND DELIVERY

RE: EMERITUS PROPERTIES V, INC

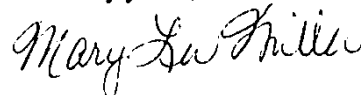
Dear Susan:

Enclosed herewith are the Articles of Merger, that we have discussed during several telephone conversations. Please **hold** these Articles, for filing tomorrow, **May 1, 1997, however, DO NOT FILE THEM UNTIL YOU HAVE RECEIVED AUTHORIZATION TO DO SO FROM ME OR FROM SUE LINTOTT**, paralegal with the Nathanson Group in Washington. It is sometimes difficult to get through to your office on the phone lines, so if you have not heard from us by 3:30 or 4:00, when you are preparing to leave, please give me a call at 681-9027 to verify whether they should be filed or not.

Once the Articles are filed, I will need a date stamped copy, and three (3) certified copies of the filed document. I am including 4 copies of the Articles, together with the original to expedite the process. Enclosed is our firm's check in the amount of \$297.50 (\$140.00 for the filing fee and \$157.50 for the three certified copies). I will send a runner or come by and pick them up myself when they are ready.

Thank you for your attention to this matter.

Sincerely yours,



Mary Lu Miller, CLA
Legal Assistant to
Frank P. Rainer, Esq.

mlm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -1 PM 3: 13

ARTICLES OF MERGER
OF
NPR RETIREMENT CENTER, INC.,
STANFORD CENTRE, INC.,
and
ENGLEWOOD RETIREMENT CENTER, INC.
WITH AND INTO
EMERITUS PROPERTIES V, INC., THEIR
PARENT CORPORATION

Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned adopts the following articles of merger for the purpose of merging three (3) wholly-owned domestic subsidiary corporations into the undersigned foreign corporation as the surviving corporation:

1. The names of the corporations which are parties to the within merger are NPR RETIREMENT CENTER, INC., STANFORD CENTRE, INC., ENGLEWOOD RETIREMENT CENTER, INC., and EMERITUS PROPERTIES V, INC. EMERITUS PROPERTIES V, INC. is the surviving corporation.
2. Annexed hereto and made a part hereof is the Plan of Merger.
3. The merger has been authorized in compliance with the Florida Business Corporation Act and in compliance with the corporation laws of the State of Washington, the jurisdiction of organization of the undersigned.

4. The number of outstanding shares of each class of the subsidiary corporations, and the number of shares of each class owned by the surviving corporation, are as follows:

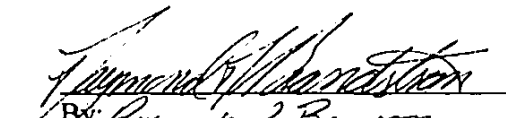
| Name of Subsidiary | Designation of Class | Number of Shares Outstanding | Number of Shares Owned by Surviving Corporation |
|-----------------------------------|----------------------|------------------------------|---|
| NPR Retirement Center, Inc. | Common | 1,200 | 1,200 |
| Stanford Centre, Inc. | Common | 4,400 | 4,400 |
| Englewood Retirement Center, Inc. | Common | 1,000 | 1,000 |

5. Shareholder approval was not required for the merger. Since EMERITUS PROPERTIES V, INC. owns 100% of the outstanding shares of each of the subsidiary corporations, there were no dissenting votes. The date of adoption of the Plan of Merger by the Board of Directors of EMERITUS PROPERTIES V, INC. was April 28, 1997.

6. EMERITUS PROPERTIES V, INC., in its capacity as the holder of all of the outstanding shares of each of the subsidiary corporations waived the mailing of a copy of the Plan of Merger to EMERITUS PROPERTIES V, INC. otherwise provided for under the provisions of Section 607.1104 (1)(b)4 of the Florida Business Corporation Act.

Dated: April 29, 1997.

EMERITUS PROPERTIES V, INC.


By: RAYMOND R. BRANDSTROM
Its: PRESIDENT

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 29th day of April, 1997, before me personally appeared Raymond R. Brandstrom, to me known to be the President of Emeritus Properties V, Inc., a Washington corporation, the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Catherine L. Pasquan
NOTARY PUBLIC
in and for the state of Washington
Residing at Seattle, WA
My commission expires: 3-30-99

PLAN OF MERGER

1. EMERITUS PROPERTIES V, INC., which is a business corporation of the State of Washington and is the owner of all of the outstanding shares of NPR RETIREMENT CENTER, INC., STANFORD CENTRE, INC., and ENGLEWOOD RETIREMENT CENTER, INC., each of which is a business corporation of the State of Florida, hereby merges NPR RETIREMENT CENTER, INC., STANFORD CENTRE, INC., and ENGLEWOOD RETIREMENT CENTER, INC. into EMERITUS PROPERTIES V, INC. pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of NPR RETIREMENT CENTER, INC., STANFORD CENTRE, INC., and ENGLEWOOD RETIREMENT CENTER, INC. shall cease at the effective time and date of the merger, and EMERITUS PROPERTIES V, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the Washington Business Corporation Act.
3. The articles of incorporation of EMERITUS PROPERTIES V, INC. are not amended in any respect by this Plan of Merger.
4. The outstanding shares of NPR RETIREMENT CENTER, INC., STANFORD CENTRE, INC., and ENGLEWOOD RETIREMENT CENTER, INC. immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of EMERITUS PROPERTIES V, INC. outstanding at the effective time and date of the merger is to be an identical outstanding share of EMERITUS PROPERTIES V, INC.
6. No shares of EMERITUS PROPERTIES V, INC. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of EMERITUS PROPERTIES V, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

F96000006619

EMERITUS
CORPORATION



May 1, 1997

Secretary of State
Division of Corporations
State of Florida

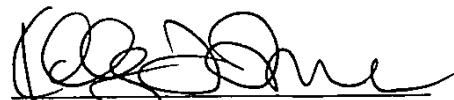
RE: EMERITUS PROPERTIES V INC., a Washington corporation
Document Number F96000006619

Dear Madam Secretary:

Please correct your records of the above-identified Washington corporation. The entity which appears on your records as above was inaccurately recorded on your records. The correct name of this Washington corporation is EMERITUS PROPERTIES V, INC. Apparently, the comma after the "V" was omitted from your records at the time of qualification on December 17, 1996.

Attached for your reference is a copy of a recently issued Certificate of Good Standing and copies of certified copies of the Articles of Incorporation, as filed.

EMERITUS PROPERTIES V, INC.



By: Kelly J. Price

Its: Vice President of Finance & Secretary



4/30/97

Corrected Name - original
CUS at time of filing was
prepared in error by
Washington Sec. of State
and did not contain a
comma.

Susan
Payne

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this certificate that according to the records on file in this office,

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

EMERITUS PROPERTIES V, INC.

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a certificate of incorporation in Washington on December 5, 1996.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.



Date: April 18, 1997

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital


RALPH MUNRO

Ralph Munro, Secretary of State

J. Maurer

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify this certificate that the attached is a true and correct copy of

CERTIFICATE OF INCORPORATION

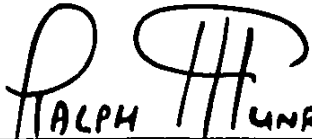
of

EMERITUS PROPERTIES V, INC.

as filed in this office on December 5, 1996.



Date: April 18, 1997
Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO
Ralph Munro, Secretary of State

CD

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

EMERITUS PROPERTIES V, INC.

a Washington Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 601 754 912

Date: December 05, 1996



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

RALPH MUNRO

Ralph Munro, Secretary of State
2-546202-9

601 754912
2.5462029

ARTICLES OF INCORPORATION OF
EMERITUS PROPERTIES V, INC.

FILED 
STATE OF WASHINGTON

DEC 5 1996

RALPH MUNRO
SECRETARY OF STATE

Val: 12/06/1996 - 1605/3
\$195.00 on 12/05/1996
Draw - 12/05/1996 -

ARTICLE I

NAME

The name of the corporation (hereinafter the "corporation") is Emeritus Properties V, Inc.

ARTICLE II

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation and the address of its initial registered office are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------------|---|
| Corporation Service Company | 520 Pike Street, Suite 1450 Seattle, WA 98101-4001 |

ARTICLE III

PURPOSES

The corporation is organized for the following purposes:

To develop, own, operate and lease assisted living and related health care facilities and to engage in any other lawful business in which a corporation organized under the laws of the State of Washington may engage.

ARTICLE IV

POWERS

The corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to the corporation.

ARTICLE V

SHARES

The total number of shares of common stock which the corporation shall have the authority to issue is one thousand (1,000) and each share shall have a par value of \$1.00. The shares of the corporation are not to be divided into classes or series.

ARTICLE VI

NO PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have preemptive rights to acquire additional shares of the corporation's stock.

ARTICLE VII

NO CUMULATIVE VOTING

Shareholders shall not be entitled to cumulate their votes in the election of directors.

ARTICLE VIII

DIRECTORS

1. The number of directors of the corporation shall be two (2), unless otherwise determined from time to time by resolution adopted by the affirmative vote of a majority of the then authorized directors. The name and address of the initial director of the corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Raymond R. Brandstrom | Emeritus Corporation 3131 Elliott Avenue, Suite 500 Seattle, WA 98121 |
| Daniel R. Baty | Emeritus Corporation 3131 Elliott Avenue, Suite 500 Seattle, WA 98121 |

2. Newly created directorships resulting from an increase in the authorized number of directors may be filled by the affirmative vote of a majority of the then authorized number of directors. Any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification or other removal from office may be filled, if the authorized number of directors is three or less, by the unanimous vote of the directors then in office or, if the authorized number of

directors is more than three, by the affirmative vote of a majority of the then authorized number of directors then in office. Directors so chosen shall hold office for a term expiring at the next annual meeting of shareholders.

3. Any director or the entire Board of Directors may be removed at any time, but only if such removal is for cause. Cause for removal shall be construed to exist only if:

(a) The director whose removal is proposed has been adjudicated by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to the corporation in a matter of substantial importance to the corporation and such adjudication is no longer subject to direct appeal;

(b) The director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal; or

(c) A court of competent jurisdiction has adjudicated that the director whose removal is proposed has acted or failed to act in derogation of such director's duties and such adjudication is no longer subject to direct appeal.

ARTICLE IX

BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

ARTICLE XI

DURATION

The corporation is to have perpetual existence.

ARTICLE XII

INCORPORATOR

The name and mailing address of the incorporator are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Randi S. Nathanson | The Nathanson Group 1411 Fourth Avenue, Suite 905 Seattle, WA 98101 |

ARTICLE XIII

LIMITATION OF DIRECTORS' LIABILITY

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of the Washington Business Corporation Act, as the same may be amended and supplemented.

ARTICLE XIV

INDEMNIFICATION

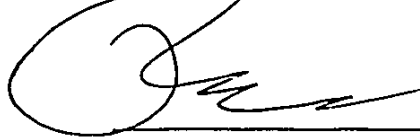
The corporation shall, to the fullest extent permitted by the provisions of the Washington Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XV

QUORUM

Except as otherwise prescribed by the provisions of Section 23B.07.270 of the Washington Business Corporation Act, with respect to any shareholder action for which the vote of at least a two-thirds proportion of all the votes entitled to be cast by any voting group of shareholders of the corporation is otherwise required by the provisions of the Washington Business Corporation Act for the adoption of that action, the vote of at least a majority of all the votes entitled to be cast by such voting group shall be sufficient for the adoption of that action.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Washington Business Corporation Act of the State of Washington, make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of December, 1996.

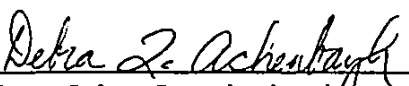


Randi S. Nathanson
Incorporator

I, Corporation Service Company, hereby consent to serve as registered agent in the state of Washington for Emeritus Properties V, Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

CORPORATION SERVICE COMPANY

December 5, 1996
Date


By: Debra L. Achenbaugh
Its: Assistant Secretary