

100000001557



ACCOUNT NO. : 072100000032

REFERENCE : 789117 4305663

AUTHORIZATION : Patricia Pigeot

MJH

COST LIMIT : \$ 125.00

ORDER DATE : August 7, 2000

ORDER TIME : 10:14 AM

ORDER NO. : 789117-015

CUSTOMER NO: 4305663

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG - 7 PM 2: 28

FOREIGN FILINGS

NAME: ARC NAPLES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

100003347251--4

CONTACT PERSON: Darlene Ward

SECRETARY OF STATE
DIVISION OF CORPORATIONS
NASHVILLE, TN 37238-0002

00 AUG - 7 AM 10: 42

RECEIVED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ARC Naples, LLC (Name of foreign limited liability company)

2. Tennessee (Jurisdiction under the law of which foreign limited liability company is organized) 3. applied for (FEI number, if applicable)

4. 8/1/00 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. date of qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 111 Westwood Place, Suite 402 Brentwood, TN 37027 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

American Retirement Corporation

111 Westwood Place, Suite 402 Brentwood, TN 37027

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

own, operate, management retirement, senior living, assisted living, and memory impaired facilities

[Handwritten signature]

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

George T. Hicks, EVP of American Retirement Corporation, Managing Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ARC Naples, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Secretary of State
Corporations Section

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

ISSUANCE DATE: 08/02/2000
REQUEST NUMBER: 00215563
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/01/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0393347
JURISDICTION: TENNESSEE

TO:
BASS BERRY & SIMS
315 DEADERICKST
2700 AMSOUTH CENTER
NASHVILLE, TN 37238

REQUESTED BY:
BASS BERRY & SIMS
315 DEADERICKST
2700 AMSOUTH CENTER
NASHVILLE, TN 37238

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"ARC NAPLES, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/02/00

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

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

RECEIPT NUMBER: 00002720494
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE