

M05000005085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

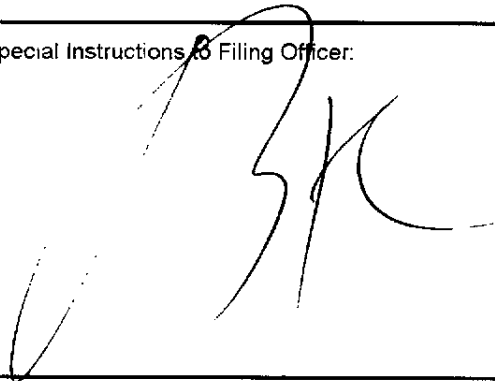
PICK-UP WAIT MAIL

(Business Entity Name)

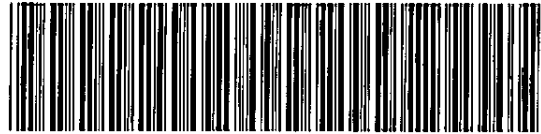
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 595153 4305663
AUTHORIZATION : Patricia [Signature]
COST LIMIT : \$ 125

FILED
05 SEP 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 14, 2005
ORDER TIME : 10:03 AM
ORDER NO. : 595153-025
CUSTOMER NO: 4305663
CUSTOMER: Ms. Laura J. Lincoln
Bass, Berry & Sims Plc
Suite 2700, 315 Deaderick
Street Amsouth Center
Nashville, TN 37238-3001

FOREIGN FILINGS

NAME: ARC VILLAGES IL, LLC

XXXX QUALIFICATION (TYPE: LL)

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: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 14, 2005

HARRY B. DAVIS
CSC
TALLAHASSEE, FL

SUBJECT: ARC VILLAGES IL, LLC
Ref. Number: W05000042744

We have received your document for ARC VILLAGES IL, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Please list the names and addresses of the MANAGERS or MANAGING MEMBERS in Item 9.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 205A00056806

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TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as file date.

RECEIVED
05 SEP 14 PM 4:23
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
05 SEP 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Villages IL, LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 9/12/05 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 111 Westwood Place, Suite 200
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:
ARC Lady Lake Inc.
111 Westwood Place, Suite 200 Brentwood, TN 37027
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, manage
assisted living, independent living and skilled nursing facilities

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.)

X George T. Hines, Secretary to ARC Lady Lake Inc.
Typed or printed name of signee

**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 Villages IL, 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, Florida Statutes.

Corporation Service Company

**Cynthia L. Harris
as its agent**

By: Cynthia L. Harris

(Signature)

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

Delaware

PAGE 1

The First State

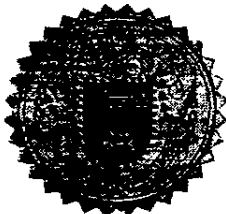
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARC VILLAGES IL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARC VILLAGES IL, LLC" WAS FORMED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2005.

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

4028480 8300

050744317



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4148367

DATE: 09-12-05