

M06000005364

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

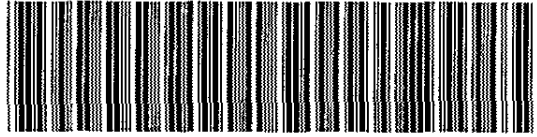
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 SEP 28 PM 12: 57

FILED

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2006 SEP 28 AM 10: 52

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 478007 4816510

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 150.00

FILED
06 SEP 28 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 25, 2006

ORDER TIME : 9:39 AM

ORDER NO. : 478007-040

CUSTOMER NO: 4816510

FOREIGN FILINGS

NAME: BREA PALMER RANCH LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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:

06 SEP 28 PM 12:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BREA PALMER RANCH LLC
(Name of Foreign Limited Liability Company)

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

4. September 25, 2006 5. Perpetual
(Date of Organization) (Duration: Your limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)


7. 3131 Elliott Avenue, Suite 500, Seattle, WA 98121
(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:
BREA Emeritus LLC, Member, 3131 Elliott Avenue, Suite 500, Seattle, WA 98121

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: Assisted living facility


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.)
BREA Emeritus LLC, Member, by Emeritus Corporation, Administrative Member,
Typed or printed name of signer
By Kacy Kang, Operations

**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:

BREA PALMER RANCH 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

Doreen F. Wallace
as its agent

By:

Doreen F. Wallace
(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

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREA PALMER RANCH 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 TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BREA PALMER RANCH LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2006.



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060881926

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5069818

DATE: 09-26-06