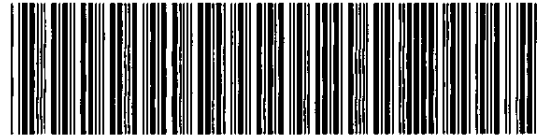


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05/22/14--01001--009 \*\*160.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
2014 MAY 21 PM 4:19  
FOR THE STATE  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
2014 MAY 21 AM 10:16  
SECRETARY OF STATE  
CALLAHAN/SECRETARY, FLORIDA  
MAY 22 2014  
T CLINE

**CT Corporation System**  
**CCRC OPCO- SUN CITY CENTER, LLC**

515 E Park Avenue, Tallahassee, FL, 32301 850-222-1092

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Nonprofit                 | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Domestic Corporation      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> LLC            | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> UCC                |
| <b>Qualification</b>                               | <input type="checkbox"/> Name Registration      | <input checked="" type="checkbox"/> CUS     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> After 4:30         |
| <b>Qualification</b>                               | <input type="checkbox"/> Photocopies            | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              |   |
| <input type="checkbox"/> Mail Out                  |   |   |

Name \_\_\_\_\_  
 Availability \_\_\_\_\_ 5/21/2014  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_ **KM**  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

Order#: **9152252**

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

2014 MAY 21 AM 10:15  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**FILED**

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: CCRC OpCo - Sun City Center, LLC**  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jamie Curry  
Name of Person

Brookdale Senior Living  
Firm/Company

111 Westwood Place, Suite 400  
Address

Brentwood, TN 37027  
City/State and Zip Code

jcurry1@brookdale.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jamie Curry at (615) 221-2250  
Name of Contact Person Area Code Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 MAY 21 AM 10:16

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. CCRC OpCo - Sun City Center, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

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


4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 111 Westwood Place, Suite 400  
Brentwood, TN 37027  
(Street Address of Principal Office)

6. 111 Westwood Place, Suite 400  
Brentwood, TN 37027  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  
Chad White, Vice President and Secretary of American Retirement Corporation, which is the managing member of BKD  
CCRC OpCo HoldCo Member, LLC, which is the managing member of CCRC OpCo - Sun City Center, LLC.  
111 Westwood Place, Suite 200, Brentwood TN 37027

8. 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)

  
Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in 817.155, F.S.)

Chad White  
Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2014 MAY 21 AM 10:16

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

CCRC OpCo - Sun City Center, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System

(Name)

1200 South Pine Island Road

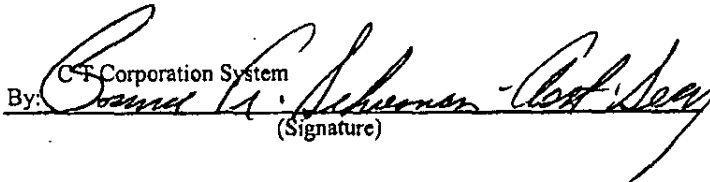
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

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 605, Florida Statutes.*

By:   
C T Corporation System  
(Signature)

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

2014 MAY 21 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CCRC OPCO - SUN CITY CENTER, 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-FIRST DAY OF MAY, A.D. 2014.

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

5534717 8300

140677087



AUTHENTICATOR: 1388875

DATE: 05-21-14