

LEXIS Document Services

M98000000145

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA00000000005

REFERENCE: 2010854-1
(SUB ACCT.)

DATE: 2-17-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 17 AM 11:48

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969
SPRINGFIELD, ILLINOIS 62708

200002432982--1

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7296

CORPORATION NAME: Senior Lifestyle Management, L.L.C.

AUTHORIZATION: C. Woodyard

☐ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

M98-145
Name fe217
Availability

200002432982--3

() CALL WHEN READY () CALL IF PROBLEM () AFTER 4:30
(X) WALK IN () WILL WAIT () PICK-UP
() MAIL OUT (IF APPLICABLE)

Examiner
Updater
Updater
Verifier
Acknowledgment
W. P. Verifier

300-33-1-9733

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. Senior Lifestyle Management, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. ~~Please Note: L.L.C. is not an acceptable suffix in Florida~~)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 74-2837251
(FEI number, if applicable)

4. June 11, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 5327 N. Sheridan Road
Chicago, Illinois 60640
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>William B. Kaplan</u>	<u>Manager</u>	<u>Michael Klingher</u>	<u>Manager</u>
<u>5327 N. Sheridan Road</u>		<u>c/o WHSLH Realty, LLC</u>	
<u>Chicago, IL 60640</u>		<u>85 Broad Street</u>	
		<u>New York, NY 10004</u>	
<u>Theodore P. Netzky</u>	<u>Manager</u>	<u>Stuart Rothenberg</u>	<u>Manager</u>
<u>5327 N. Sheridan Road</u>		<u>c/o WHSLH Realty, LLC</u>	
<u>Chicago, IL 60640</u>		<u>85 Broad Street</u>	
		<u>New York, NY 10004</u>	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Senior Lifestyle Management, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,527,014.44 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 0 . This total includes amounts from 2 and 3 above.



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

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ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY

3. A description of the property is:

Promissory Notes payable to Senior Lifestyle Corporation

Shares of common stock in:

Senior Lifestyle Corporation
Senior Lifestyle Management Corporation
A&S Realty, Inc.
Senior Lifestyle Kitchens, Inc.

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Senior Lifestyle Management, L.L.C.

2. The name and address of the registered agent and office is:

LEXIS DOCUMENT SERVICES INC.

(Name)

3953 WW KELLEY ROAD

(P.O. Box or Mail Drop Box **NOT** acceptable)

TALLAHASSEE, FL 32311

(City/State/Zip)

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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.

Anthony J. Madry, asst sec.
(Signature) Lexis Doc. Svcs

2/13/98
(Date)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SENIOR LIFESTYLE MANAGEMENT, L.L.C." 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 SIXTEENTH DAY OF FEBRUARY, A.D. 1998.

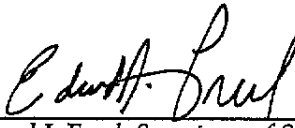
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SENIOR LIFESTYLE MANAGEMENT, L.L.C." WAS FORMED ON THE ELEVENTH DAY OF JUNE, A.D. 1997.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8921585

02-16-98