

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 800 • Tallahassee, Florida 32301
 (850) 224-8870 • 1-800-342-1662 • Fax (850) 222-1122

A0000000001693

Horizon Senior
 Lifestyles, II, Ltd

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 -11/06/00--01002--005
 ***1837.50 ***1837.50

RECEIVED
 00 NOV -3 PM 3:20
 DIVISION OF CORPORATION

Handwritten mark resembling a stylized 'G' or 'C'.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

☒ LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

00 NOV -6 PM 4:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 2000

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: HORIZON SENIOR LIFESTYLES, II, LTD.
Ref. Number: W00000026500

FILED
00 NOV -6 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HORIZON SENIOR LIFESTYLES, II, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please add this sentence to your AFFIDAVIT -- "The total amount contributed and anticipated to be contributed by the limited partners is _____. " And fill in the blank with the amount.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 700A00057347

RECEIVED
00 NOV -6 PM 1:49
DIVISION OF CORPORATION
Corrected

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
HORIZON SENIOR LIFESTYLES, II, LTD.**

The undersigned, JAMES SOPER, as the named and designated managing General Partner for HORIZON SENIOR LIFESTYLES, II, LTD., a limited partnership to be created under the laws of the State of Florida, does hereby make and submit this Certificate of Limited Partnership pursuant to Florida Statute 620.108.

1. **Name:** The name of the Limited Partnership shall be HORIZON SENIOR LIFESTYLES, II, LTD.

2. **Purpose:** The business purpose of the Limited Partnership shall be to purchase, acquire, hold and improve certain land located at Section 4, Township 46 South, Range 24 East, Lee County, Florida.

3. **Registered Office:** The office address of the Limited Partnership's principal place of business is stated below:

Business Address: 3221 Fruitville Road
Sarasota, FL 34237

4. **Registered Agent:** The name and address of the Registered Agent of the Limited Partnership is stated below:

Name: James Soper

Address: 3221 Fruitville Road
Sarasota, FL 34237

5. **General Partner:** The name and business address of the General Partner is stated below:

General Partner: AUTUMN CARE, INC., a Florida corporation
3221 Fruitville Road
Sarasota, FL 34237

6. **Mailing Address:** The mailing address for the Limited Partnership is stated below:

Address: 3221 Fruitville Road
Sarasota, FL 34237

7. **Term.** The Limited Partnership shall lawfully exist and do business for a term which shall end and terminate on or before December 31, 2010.

8. **Initial Capital Contributions of Limited Partners:** An Affidavit declaring the amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".

9. **Subsequent Contributions of Limited Partners:** Each Limited Partner shall be obligated to make only the capital contribution which is stated upon the Affidavit which is attached hereto as Exhibit "A", and no Limited Partner shall be obligated to make any additional capital contributions.

10. **Profit Share of Limited Partners:** The share of the profits which each Limited Partner shall receive by reason of his/her contribution is stated below:

GENERAL PARTNER

PERCENT

Autumn Care, Inc.

42.49% 25.00%

LIMITED PARTNER

PERCENT

Jason Davis

1.5625%

Tony Davis

6.8192%

Pratas, Inc.

4.2968%

Autumn Care, Inc.

3.7053%

James Soper

21.4844%

Edwin D. Taylor

13.5156%

Southby Partnership

14.2411%

Robert and Ann Grace

6.2500%

John Zomor Estate

1.5625%

David Demos

1.5625%

Executed by JAMES SOPER this 15 day of October, 2000.

JAMES SOPER

FILED
00 NOV -6 PM 4:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 15 day of October, 2000.
My Commission Expires:

Notary Public



Jody Lynn Furlong
Commission # CC 910562
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
00 NOV -6 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

COUNTY OF PINELLAS
STATE OF FLORIDA

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgments personally appeared JAMES SOPER, who after being by me first duly sworn deposes and states as follows:

1. The undersigned is the named and designated General Partner for Horizon Senior Lifestyles, II, Ltd., a proposed Limited Partnership to be created under the laws of the State of Florida.

2. The undersigned has personal knowledge of the Partnership Agreement for Horizon Senior Lifestyles, II, Ltd., and all terms and provisions stated therein.

3. Under the terms and provisions of the Partnership Agreement for Horizon Senior Lifestyles, II, Ltd., a proposed Limited Partnership, the Limited Partners shall be obligated to make only the capital contributions stated below:

GENERAL PARTNERS:

Autumn Care, Inc.:

\$ 0

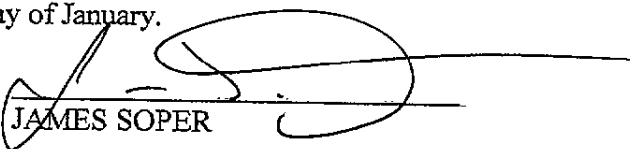
LIMITED PARTNERS:

Jason Davis	\$100,000.00	1.5625%
Tony Davis	\$436,429.80	6.8192%
Pratas, Inc.	\$275,000.00	4.2968%
Autumn Care, Inc.	\$237,141.40	3.7053%
James Soper	\$1,375,000.00	21.4844%
Edwin D. Taylor	\$865,000.00	13.5156%
Southby Partnership	\$911,429.80	14.2411%
Robert and Ann Grace	\$400,000.00	6.2500%
John Zomor Estate	\$100,000.00	1.5625%
David Demos	\$100,000.00	1.5625%

The total amount contributed and anticipated to contributed by the limited partners is \$4,800,001.00.

FILED
00 NOV -6 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTED by JAMES SOPER this 3rd day of January.


JAMES SOPER

STATE OF FLORIDA
COUNTY OF PINELLAS

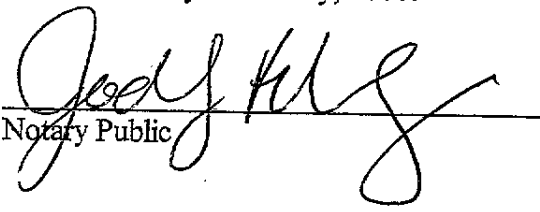
BEFORE ME personally appeared JAMES SOPER, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 3rd day of January, 2000.

My Commission Expires:



Jodylynn Furlong
Commission # CC 910562
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA