

# A95000001472

CLARK & STANT, P. C.  
ATTORNEYS AND ACCOUNTANTS AT LAW  
ONE COLUMBIA CENTER SEP 28 11 33  
VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE (800) 442-2200  
FACSIMILE (800) 442-2200  
DIRECT DIAL NUMBER

473-5396

September 13, 1995

ROBERT M. REED  
FRANCIS W. REISCHL  
ROBERT E. SAMUEL, JR.  
C. GREGORY SCHLES  
LAWRENCE R. SIEGEL  
THOMAS E. SNYDER  
WAYNE G. SOBZA  
FREDERICK J. STANT, III  
CAROL E. SUMMERS  
STEPHEN C. SWAIN  
STEPHEN G. TEST  
A. W. VANDERBILT, JR.  
JACK E. YOUNG

ALSO ADMITTED IN SC  
FREDERICK J. STANT, JR.  
OF COUNSEL

COURT FILE NUMBER

69169.001

**FEDERAL EXPRESS**  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

1600001530511  
-001/15/95-01083-001  
\*\*\*1793.75 \*\*\*1793.75

RE: Certificate of Limited Partnership of National  
Assisted Living Limited Partnership

Dear Division of Corporations:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of National Assisted Living Limited Partnership and Affidavit of Capital Contributions. Also enclosed is this firm's check in the amount of \$1,793.75 (\$1,750.00 for the filing fee, \$35.00 for the designation of a registered agent and \$8.75 for a certificate evidencing the filing.)

Please provide me with a Certificate evidencing the filing of this Certificate of Limited Partnership as quickly as possible in the self addressed envelope provided.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Melodie T. Rochelle  
Paralegal

Enclosures  
69169001/1-fls0s.mtr

cc: Mr. George P. Wagner, Jr., w/enclosures  
Lawrence R. Siegel, Esq.

W950000014740-

Name	Availability	KWM
Document	Examiner	KWM
Updater		
U. of C.		
Verdict		
Adjudicator		
W. P. Venter		KWM

975

CLARK & STANT, P. C.

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE (800) 400-0000

TELEPHONE (800) 421-0000

DIRECT DIAL NUMBER

473-5396

September 27, 1995

ROBERT M. REED  
FRANCIS W. RUSSELL  
ROBERT E. SAMUEL, JR.  
C. GREGORY SCHLES  
LAWRENCE R. MUEH  
THOMAS E. SNYDER  
WAYNE G. SCHIZA  
FREDERICK T. STANT, III  
CAROL E. SUMMERS  
STEPHEN C. SWAIN  
STEPHEN G. TEE  
A. W. VANDERMEER, JR.  
JACK E. YOUNG

ALSO ADMITTED IN DC

FREDERICK T. STANT, JR.  
OF COUNSEL

OUR FILE NUMBER

69169.001

FEDERAL EXPRESS

Mr. Kenny Manning  
Corporate Specialist  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Certificate of Limited Partnership of National  
Assisted Living Limited Partnership

Dear Mr. Manning:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of National Assisted Living Limited Partnership with a revised Affidavit of Capital Contributions. The filing fee check was previously forwarded to you by my letter of September 13, 1995.

Please provide me with a Certificate evidencing the filing of this Certificate of Limited Partnership as quickly as possible in the self addressed envelope provided.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

*Melodie T. Rochelle*  
Melodie T. Rochelle  
Paralegal

Enclosures

69169001/1-flsos3.mtr

cc: Mr. George P. Wagner, Jr., w/enclosures  
Lawrence R. Siegel, Esq.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1995

MELODIE T. ROCHELLE  
CLARK & STANT, P.C.  
ONE COLUMBUS CENTER  
VIRGINIA BCH., VA 23462

SUBJECT: NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP  
Ref. Number: W95000018740

We have received your document for NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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 (904) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 895A00042781

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP

SEP 28 11 0 33

To the Secretary of State  
State of Florida

It is hereby certified that:

1. The name of the limited partnership to be formed by this certificate is:

NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP

2. The address of the office, wherever located, at which the records required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) is:

975 6th Avenue, S., #105  
Naples, FL 33940

3. The name and address of the agent for service of process in the State of Florida Revised Uniform Limited Partnership Act (1986) is The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

4. Signature of acceptance by agent for service of process:

The Prentice-Hall Corporation System, Inc.

By Marcia A. Harner  
Assistant Secretary 9.1.95

5. The names and business addresses of the general partners are as follows:

NAMES

ADDRESSES

~~MAXXXX INC.~~ - P950000 66141  
NATIONAL ASSISTED LIVING, INC.

975 6th Avenue S., #105  
Naples, FL 33940

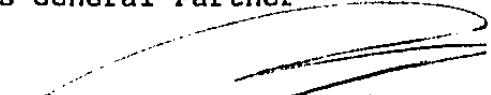
6. The mailing address for the limited partnership is:  
975 6th Avenue S., #105, Naples, FL 33940

7. The latest date on which the limited partnership is to dissolve is: December 31, 2035.

8. The undersigned is the sole general partner of the limited partnership.

Signed on: 9/19/95, 1995

NATIONAL ASSISTED LIVING, INC.  
a Florida corporation  
Its General Partner

By   
George P. Wagner, Jr., President

69169001/cort-lp.mtr

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared GEORGE P. WAGNER, JR., President of NATIONAL ASSISTED LIVING, INC., constituting the sole general partner of NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP, a limited partnership, who, upon being sworn, certified as follows:

The total amount contributed by the limited partners at this time is 0.

The amount of capital contribution of the limited partners is anticipated to be \$5,000,000.00.

This 19<sup>th</sup> day of September, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNER:**

NATIONAL ASSISTED LIVING, INC.  
a Florida corporation

By George P. Wagner, Jr.,  
President

**A95000001472**

October 8, 1996

Florida Department of State  
Division of Corporations  
Registration and Qualification Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: National Assisted Living, Limited Partnership

Dear Sir/Madam:

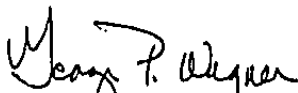
Please be advised that the above-referenced partnership has moved to a new location as of September 1, 1996. The new address is:

National Assisted Living, L.P.  
Parkway Financial Center  
2150 Goodlette Road, Suite 800  
Naples, FL 34102

Please correct your records accordingly.

Thank you.

Sincerely yours,

  
George P. Wagner, Jr.  
President

/mh

*updated L&L*  
*10/14/96*

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID  
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 MAY -1 AM 10:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Transferee of Limited Partnership

1a. DOCUMENT #  
A95000001472

NATIONAL ASSISTED LIVING LIMITED PARTNERSHIP

Mailing Address

975 6TH AVENUE, S. #105  
NAPLES FL 33940

Principal Office Address

975 6TH AVENUE, S. #105  
NAPLES FL 33940

If above addresses are in error in any way, file through the correct information and under correct address in Block 2 and/or 2a.

3. Date Formed or Being Sent to Do Business in  
FLORIDA 09/20/1995

3a. Date of Last Report

4. State or Country of Formation  
FL

5a. Capital Contributions as Shown  
on Record  
\$5,000,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date  
\$5,000,000.00

6. FEI Number  
65-0610116

Applied For  
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED  
\$0.75 Additional Fee required  
for a Certificate of Status ☐

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.  
2) Supplemental Fee. \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

FF \$576.25

789, 103A, 1178, 672

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS STREET, STE. 105  
TALLAHASSEE FL 32301

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of sections 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/  
Document Number

NATIONAL ASSISTED LIVING, INC.

975 6TH AVENUE S. #105

NAPLES FL 33940

P9500000141

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee, empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

4/2/96

Typed or Printed Name of General Partner Signing Form Alan D. Parrish

Telephone Number 941/262-8006





075 6th Avenue South  
Suite 105  
Naples, Florida 33940

Telephone 041-263-8000  
Facsimile 041-263-0930

April 24, 1996

Ms. Diane Cushing  
Florida Department of State  
Division of Corporations  
Attn: Partnership Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: National Assisted Living, L.P.

Dear Diane:

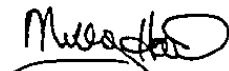
As per our conversation today, enclosed is our check in payment of the annual fees of \$576.25 along with our completed 1996 Partnership Annual Report.

As advised in the letter from Brenda Tadlock, we are submitting this payment and completed report to you within the 30-day grace period, that began April 11, 1996. Therefore, please void the revocation of the partnership and return the partnership to good standing (a copy of her letter is also enclosed).

Also, as we discussed, if you should receive an additional check in payment of the amount due, \$576.25, please let me know.

Thank you for your assistance.

Sincerely yours,

  
Molly K. Hood

/mh