

Doc 0000000026

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500078980135

FILED

06 SEP - 1 AM 10:59

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 SEP - 1 AM 10:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Wole-39000
9/5/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 326680 4305026

AUTHORIZATION :

COST LIMIT :

[Signature]

~~\$70.00~~ 358.05

*OK Per
Pamela
to change
fee*

ORDER DATE : August 22, 2006

ORDER TIME : 10:11 AM

ORDER NO. : 326680-005

CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: FIVE STAR QUALITY CARE TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pamela A Washington -- EXT#
2936

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 5, 2006

CSC
Pamela a Washington

SUBJECT: FIVE STAR QUALITY CARE TRUST
Ref. Number: W06000039000

We have received your document for FIVE STAR QUALITY CARE TRUST .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Not enough money is authorized. It coast 350.00 to file a Trust.,

Please return the original and one copy of 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) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

Letter Number: 006A00053818

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Five Star Quality Care Trust

A business **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned,

Trustee of Five Star Quality Care Trust, a
(Name of Trust)

Maryland Trust hereby affirms in order to file or qualify
(State)

Five Star Quality Care Trust, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 400 Centre Street, Newton, MA 02458

3. The registered agent and street address in the State of Florida are:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

**Heather Chapman
as its agent**

Heather Chapman
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

NOTARY

Subscribed and sworn to before me this
30th day of August, 2006.

Linda Ann Freitas
Notary Public

My Commission Expires: _____

CR2E063(3/00)

Heather Chapman
Trustee

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)



FILED
SEP - 1 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9

FILED
06 SEP 17 AM 10:59
SECRETARY OF STATE
ALABAMA, FLORIDA

FIVE STAR QUALITY CARE TRUST
CERTIFICATE OF TRUST

THIS IS TO CERTIFY THAT:

FIRST: The undersigned trustees do hereby form a business trust pursuant to the laws of the State of Maryland.

SECOND: The name of the business trust (the "Trust") is:

Five Star Quality Care Trust

WM

THIRD: The address of the Trust's principal office in the State of Maryland is c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street, Baltimore, Maryland 21202, Attention: James J. Hanks, Jr.

FOURTH: The name and business address of the Trust's resident agent are James J. Hanks, Jr., c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street, Baltimore, Maryland 21202.

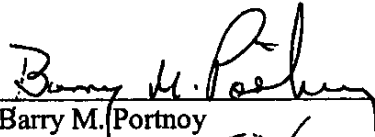
The undersigned, being all of the trustees of the Trust, acknowledge under the penalties of perjury, that to the best of their knowledge and belief, the facts stated herein are true.

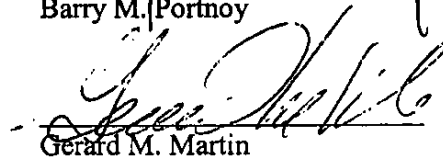
[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 8/22/06
BY: Sherry J. Perkins STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
this stamp replaces our previous certification system. Effective: 6/95
Custodian

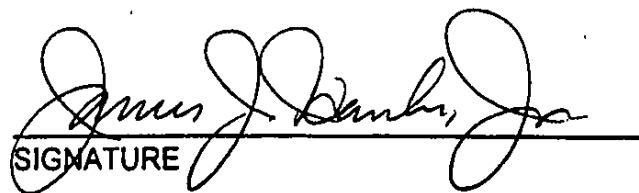
800307-839

IN WITNESS WHEREOF, the undersigned trustees have signed this Certificate of Trust this 30th day of October, 2001.


Barry M. Portnoy


Gerard M. Martin

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR
THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.


SIGNATURE

James J. Hanks, Jr.

PRINT NAME

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 400 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361986281552

ID # B06518864 ACK # 1000361986281552
LIBER: B00307 FOLIO: 0839 PAGES: 0004
FIVE STAR QUALITY CARE TRUST

10/30/2001 AT 02:29 P WO # 0000512273

New Name _____

FEES REMITTED

Base Fee: 50

Org. & Cap. Fee: _____

Expedite Fee: 179

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

6 Certified Copies

Copy Fee: 29

1 Certificates

Certificate of Status Fee: 6

Personal Property Filings: _____

Other: _____

TOTAL FEES: 264

Credit Card _____ Check / Cash _____

Documents on _____ Checks

Approved By: 14

Keyed By: _____

COMMENT(S):

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 193

Attention: DB COTTEN

Mail to Address:

Stamp V

ST
DE
CC
WC
DP
Ah



Two Hopkins Plaza, Suite 1800
Baltimore, Maryland 21201-2978

Telephone 410-244-7400
Facsimile 410-244-7742

www.venable.com

February 6, 2004

State Department of Assessments and Taxation of Maryland
Attn: Charter – Legal Department
301 W. Preston Street
Baltimore, MD 21201-2395

To Whom It May Concern:

James J. Hanks, Jr., serves as resident agent for the entities (the "Entities") listed on Attachment A hereto. Please change your records to reflect his new address as it will serve as the new **principal office and resident agent address** for each of the Entities. This change of principal office and resident agent shall be effective upon the filing for record of this notice with the State Department of Assessments and Taxation of Maryland. The address for each entity has changed as follows:

Old:
c/o Ballard Spahr Andrews & Ingersoll, LLP
300 East Lombard Street
Baltimore, Maryland 21202

New:
c/o Venable LLP
Suite 1800, Two Hopkins Plaza
Baltimore, Maryland 21201

Enclosed please find a check in the amount of \$325 to cover the cost of this request.

Pursuant to Section 2-108(c)(3) of the Maryland General Corporation Law, James J. Hanks, Jr. has notified each of the Entities of the proposed change of principal office address described herein.

Thank you for your assistance in this matter.

Sincerely yours,

Andrea Barr Cohen
Andrea Barr Cohen
Legal Assistant

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: <u>2/22/04</u>
BY: <i>[Signature]</i> , Custodian
This stamp replaces our previous certification system. Effective: 6/95

Attachment A

Name	Identification Number
Five Star Quality Care Trust	B06518864
Five Star Quality Care, Inc.	D06461743
Five Star Procurement Group Trust	B06614937
FS Lafayette Tenant Trust	B06518989
FS Lexington Tenant Trust	B06519029
FS Tenant Pool III Trust	B06519011
FS Tenant Pool I Trust	B06519037
FS Tenant Pool IV Trust	B06519045
FSQ Crown Villa Business Trust	B06646129
FSQ Overland Park Place Business Trust	B06646186
FSQ Rio Las Palmas Business Trust	B06646160
FSQ The Palms at Fort Myers Business Trust	B06646145
FSQ Villa at Riverwood Business Trust	B06646194

CUST ID:0001304098
WORK ORDER:0000846132
DATE:02-06-2004 08:48 PM
AMT. PAID:\$325.00

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 80 BUSINESS CODE _____

B0651884

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____



1000361989383305

ID # B0651884 ACK # 1000361989383305
LIBER: B00614 FOLIO: 0724 PAGES: 0003
FIVE STAR QUALITY CARE TRUST

Surviving (Transferee) _____

02/08/2004 AT 06:48 P WO # 0000846132

New Name _____

FEES REMITTED

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 25

Change of Name

☒ Change of Principal Office

☒ Change of Resident Agent

☒ Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Credit Card _____ Check ☒ Cash _____

13 Documents on 1 Checks

Approved By: 005

Keyed By: _____

COMMENT(S):

Code _____

Attention: andrea barr cohen

ANDREA BARR COHEN
VENABLE LLP
STE 1800
2 HOPKINS PLZ
BALTIMORE

MD 21201

CUST
WORK
DATE
PMT.

4

FVE-CHS LLC

FIVE STAR QUALITY CARE TRUST

ARTICLES OF MERGER

THIS IS TO CERTIFY THAT:

FIRST: FVE-CHS LLC, a Delaware limited liability company (the "Merging Entity"), and Five Star Quality Care Trust, a Maryland business trust (the "Surviving Entity"), are to merge (the "Merger") in the manner hereinafter set forth. The Merging Entity was formed under the laws of the State of Delaware on August 28, 2002. The Merging Entity is registered to do business in the State of Maryland.

SECOND: The Surviving Entity and the Merging Entity have their respective principal offices in Newton, Massachusetts. The Merging Entity owns no interest in land in the State of Maryland.

THIRD: An Agreement and Plan of Merger (the "Agreement and Plan of Merger") has been approved and executed by the Surviving Entity by unanimous written consents of its sole shareholder and trustees each dated March 1, 2004 and by the Merging Entity by unanimous written consents of its sole member and board of directors each dated March 1, 2004. The Treasurer of the Surviving Entity by such written consent of the trustees, and the Treasurer of the Merging Entity by such written consent of its board of directors, have been duly authorized to execute these Articles of Merger and all other documents related thereto.

FOURTH: Five Star Quality Care Trust is the name of the surviving entity.

FIFTH: The Certificate of Trust of the Surviving Entity shall not be amended as part of the Merger.

SIXTH: The Merging Entity has one class of membership interest which is equal to 100% of the membership interest in the Merging Entity. The Merging Entity has one class of members, which owns 100% of the membership interest in the Merging Entity.

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/22/04
STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Sherry J. [Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/95

2004 MAR -1 AM 11:39

OK

SEVENTH: The total number of shares of all classes of beneficial interest which the Surviving Entity has authority to issue is 1,000, all of which are of a single class (the "Surviving Entity Shares").

EIGHTH: The membership interest of the Merging Entity shall no longer be outstanding and shall automatically be canceled and retired without consideration and shall cease to exist as a result of the Merger. The Surviving Entity Shares shall not be converted, but shall remain outstanding as shares of beneficial interest of the Surviving Entity.

NINTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, as follows:

Five Star Quality Care Trust
400 Centre Street
Newton, Massachusetts 02458

TENTH: The Merger shall become effective on March 1, 2004.

ELEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any beneficial owner of any entity party to the Merger.


Each undersigned officer acknowledges these Articles of Merger to be the act of the respective entity on whose behalf he or she has signed, and further, as to all matters or facts required to be verified under oath, each such officer acknowledges, that to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties for perjury.

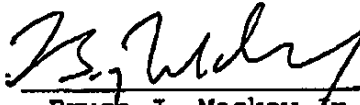
[Remainder of page intentionally left blank.
The next page is the signature page.]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 1st day of March, 2004.

ATTEST:


FIVE STAR QUALITY CARE TRUST

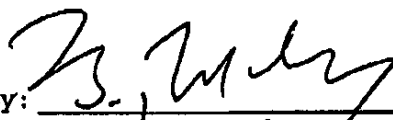

Jennifer B. Clark
Assistant Secretary

By: 
Bruce J. Mackey Jr.
Treasurer

ATTEST:

FVE-CHS LLC


Jennifer B. Clark
Assistant Secretary

By: 
Bruce J. Mackey Jr.
Treasurer

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) FVE-CHS LLC

206979553 (DE)

Surviving (Transferee) Five Star Quality Care

Trust

BC6518864



10003619889482876

ID # 806518864 ACK # 10003619889482876
LIBER: 000623 FOLIO: 0619 PAGES: 0004
FIVE STAR QUALITY CARE TRUST

03/01/2004 AT 11:31 A WO # 0000857271

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified Copies 9

Copy Fee: 24

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 194

Credit Card _____ Check ☒ Cash _____

1 Documents on 1 Checks

Approved By: 10

Keyed By: _____

COMMENT(S):

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 0001321987
WORK ORDER: 0000857271
DATE: 03-02-2004 03:13
RTT: PAID: \$194.00

Stamp Work