

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****87.50 *****87.50

CORPORATION(S) NAME

Hillhaven Properties, Ltd., Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/17/00

Order#:

Ref#:

Amount:\$

3/11/17

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Hillhaven Properties, Ltd., Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Oregon 3. 41-1422212
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/29/82 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 501 South Fourth Ave, Suite 140, Louisville, KY 40202
(Principal office address)
501 South Fourth Ave, Suite 140, Louisville, KY 40202
(Current mailing address)
8. Operation of assisted living facilities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**BABARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

Barbara A Burke

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Timothy Wesley

Address: 501 South Fourth Ave, Suite 140, Louisville, KY 40202

Vice Chairman: _____

Address: _____

Director: Mark D. Jessee

Address: 501 South Fourth Ave, Suite 140, Louisville, KY 40202

Director: Werner Neuteufel

Address: 501 South Fourth Ave, Suite 140, Louisville, KY 40202

B. OFFICERS

CEO
President: Mark S. Ticotin

Address: 501 South Fourth Ave, Suite 140, Louisville, KY 40202

SR Vice President: Carmin D. Grandinetti

Gen. Counsel and Secretary
Address: _____

501 South Fourth Ave, Suite 140, Louisville, KY 40202

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carmin D. Grandinetti
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carmin D. Grandinetti, SR VP, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

HILLHAVEN PROPERTIES, LTD.

was
incorporated
under the Oregon
Business Corporation Act
on
December 29, 1982

and is active on the records of the Corporation Division as
of the date of this certificate.

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In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State



By

Debra L. Virag

Debra L. Virag

November 15, 2000