

CORPORATE
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Foreign

1) Senior Health Properties - South, Inc.
(CORPORATE NAME & DOCUMENT #)

2) (CORPORATE NAME & DOCUMENT #)

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3) (CORPORATE NAME & DOCUMENT #)

4) (CORPORATE NAME & DOCUMENT #)

5) (CORPORATE NAME & DOCUMENT #)

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**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. Senior Health Properties - South, 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. State of California 3. EIN: 31-1571683
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 1997 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. 25 Penncraft Avenue, Chambersburg, Pennsylvania 17201
(Principal office address)
25 Penncraft Avenue, Chambersburg, Pennsylvania 17201
(Current mailing address)
8. The corporation is empowered to exercise all rights and powers conferred by the State of Florida, including, without limitation, the ownership and operation of one or more facilities providing independent, assisted living and special care facilities and services to aged persons in a manner designed to satisfy their needs for housing, health care and financial security.
(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: Dr. Bernard Richmond
Office Address: 5261 Indianwood Village Lane
Lake Worth, Florida 33463
(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.
- Dr. B. M. Richmond 11/20/00
(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 or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

A. **DIRECTORS** (See attached "Officers/Directors Rider")

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. **OFFICERS** (See attached "Officers/Directors Rider")

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Carol A. Tschop, Chairman

(Typed or printed name and capacity of person signing application)

EXHIBIT A

**Officers/Directors Rider
To
Application by Foreign Corporation for Authorization to Transact Business in Florida
For
Senior Health Properties - South, Inc.**

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A. DIRECTORS (See attached "Directors' Rider")

Director: Carol A. Tschop, Chairman
Address: 25 Penncraft Avenue, Chambersburg, Pennsylvania 17201

Director: Scott W. Clark
Address: 13714 Via Roma Circle, Clermont, Florida 34711

Director: Dr. Bernard M. Richmond
Address: 5261 Indianwood Village Lane, Lake Worth, Florida 33463

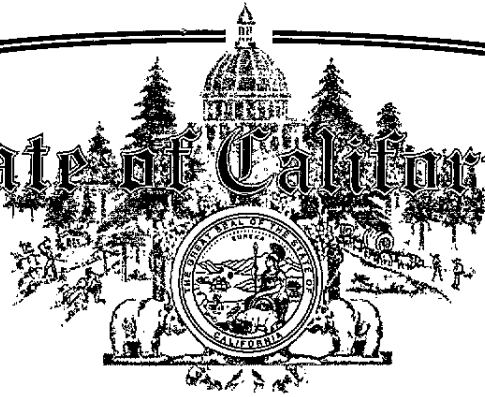
B. OFFICERS (See attached "Officers/Directors Rider")

President: Carol A. Tschop
Address: 25 Penncraft Avenue, Chambersburg, Pennsylvania 17201

Secretary: Eduardo E. Franchi
Address: 25 Penncraft Avenue, Chambersburg, Pennsylvania 17201

Treasurer: Eduardo E. Franchi
Address: 25 Penncraft Avenue, Chambersburg, Pennsylvania 17201

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **15th day of November, 1997, SENIOR HEALTH PROPERTIES - SOUTH, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

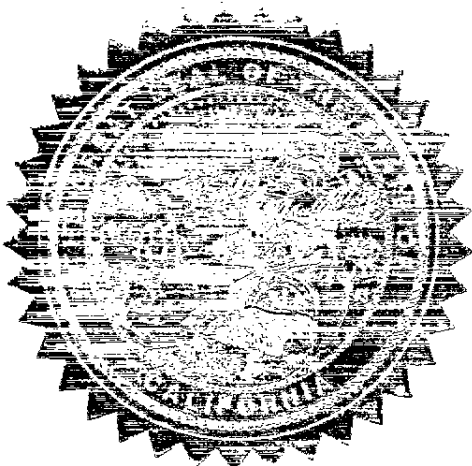
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of December 7, 2000.



Bill Jones
BILL JONES
Secretary of State

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