

# F95000006173

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

**CORPORATION(S) NAME**

000001665490  
-12/19/95--01071--004  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

000001665490  
-12/19/95--01071--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*CarePlex of Homestead Manor, Inc.*

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DIVISION OF CORPORATIONS  
95 DEC 19 PM 12:16

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|--|---|--|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger              |
| <input type="checkbox"/> NonProfit                 |   |  |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                |
| <input checked="" type="checkbox"/> Foreign        |   |  |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other               |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.      |
| <input type="checkbox"/> Certified Copy            | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name     |
|  |   | <input checked="" type="checkbox"/> CUS/ G/S |
| <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  |
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12/19/95

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

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

1. CarePlex of Homestead Manor, 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. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. December 1, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

8. See attached purpose clause

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan  
(Registered agent's signature) (Officer)

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

Chairman: Andrew D. Gosman

Address: 197 First Avenue

Needham, Massachusetts 02194

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of  
CarePlex of Homestead Manor, Inc.**

---

1. Richard S. Mann, President  
197 First Avenue  
Needham, Massachusetts 02194
2. Andrew D. Gosman, Chief Operating Officer and Treasurer  
197 First Avenue  
Needham, Massachusetts 02194
3. Michael M. Gosman, Ececutive Vice President  
197 First Avenue  
Needham, Massachusetts 02194
4. Joel A. Kanter, Executive Vice President  
197 First Avenue  
Needham, Massachusetts 02194
5. James M. Clary, III, Executive Vice President and Secretary  
197 First Avenue  
Needham, Massachusetts 02194
6. Craig J. Wilkos, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
7. Michael J. Zaccaro, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
8. Timothy J. Coburn, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
9. Jonathan R. Banton, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
10. Kevin J. Maley, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
11. Edward F. Lange, Jr., Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194
12. Elizabeth Murphy, Senior Vice President  
197 First Avenue  
Needham, Massachusetts 02194

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**Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)**

13. Michael J. Bohnen, Assistant Secretary  
Nutter, McClennen & Fish, One International Place  
Boston, Massachusetts 02110-2699

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of  
CarePlex of Homestead Manor, Inc.**

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To engage in the management, ownership and development of sub-acute assisted living and other health care related facilities, and to engage in any other activity allowed by a corporation qualified to do business in the State of Florida

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

13. Michael J. Bohnen  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

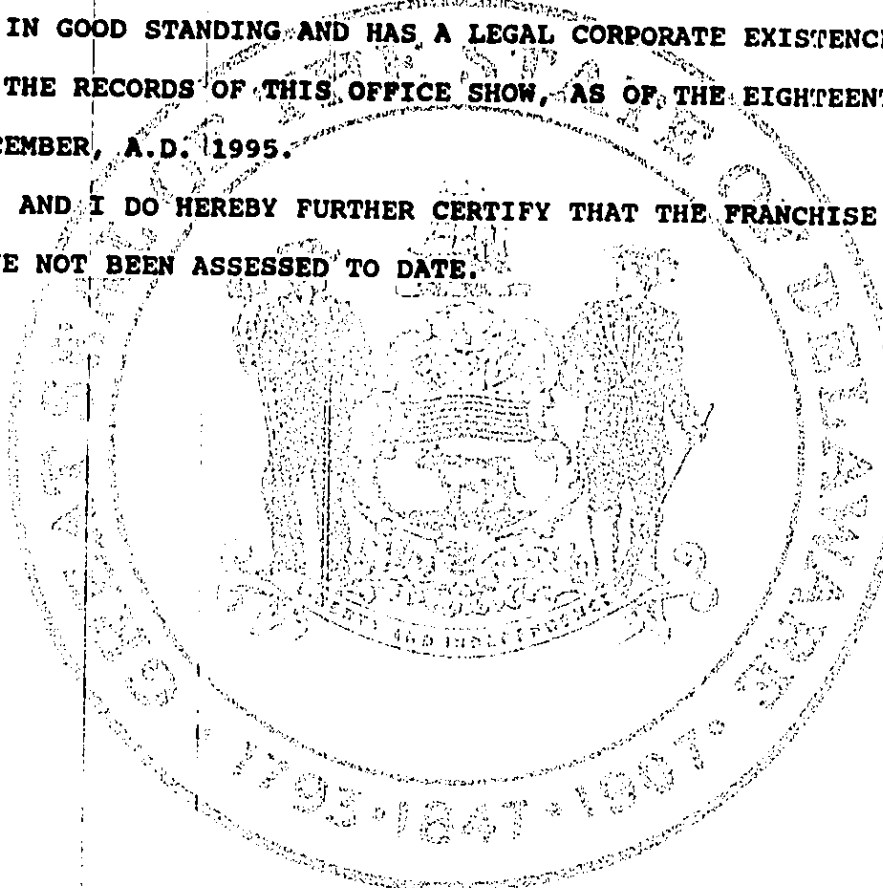
Michael J. Bohnen, Assistant Secretary

14. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAREPLEX OF HOMESTEAD MANOR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

12-18-95



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DEPARTMENT OF STATE

777 S FLAGLER DR

STATE OF FLORIDA

PHILLIPS POINT SUITE 500E

400 EAST GAINES STREET

WEST PALM BEACH FL 33401-6104

TALLAHASSEE, FL 32300

CONTACT, MARY BLACKFORD CHERRY

FAX, (904) 822-4800

PHONE, (407) 855-8720

FAX, (407) 855-5877

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DOCUMENT TYPE, BASIC AMENDMENT

NAME, CAREPLEX OF HOMESTEAD MANOR, INC.

FAX AUDIT NUMBER, H0800001142

CURRENT STATUS, REQUESTED

DATE REQUESTED, 01/24/1996

TIME REQUESTED, 10:55:20

CERTIFIED COPIES, 1

CERTIFICATE OF STATUS, 0

NUMBER OF PAGES, 3

METHOD OF DELIVERY, FAX

ESTIMATED CHARGE, \$87.50

ACCOUNT NUMBER, 070117000420

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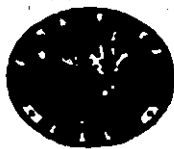
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TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra D. Morham**  
**Secretary of State**

January 24, 1996

**CAREPLEX OF HOMESTEAD MANOR, INC.**  
**197 FIRST AVENUE**  
**NEEDHAM, MA 02194**

**SUBJECT: CAREPLEX OF HOMESTEAD MANOR, INC.**  
**REF: F95000006173**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please answer question number four of the document.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX And. #: H96000001142  
Letter Number: 496A00003108

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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10/11/95

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**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-  
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

(s. 607.1804, F.S.)

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96 JAN 24 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. CarePlex of Homestead Manor, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 12/19/95

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

1/22/96

5. Name of corporation after the amendment, adding suffix "corporation," "company," "Incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

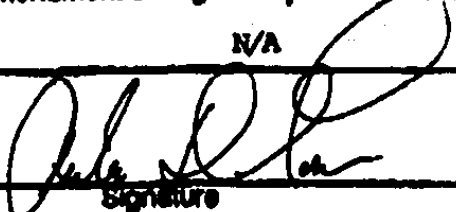
CarePlex of Homestead, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

  
Signature

Andrew D. Gorman

Typed or printed name

1/22/96  
Date

President/Sole Director

Title

THOMAS P. HUNT, Esq. FL. BAR #0441460  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
(407) 655-1980

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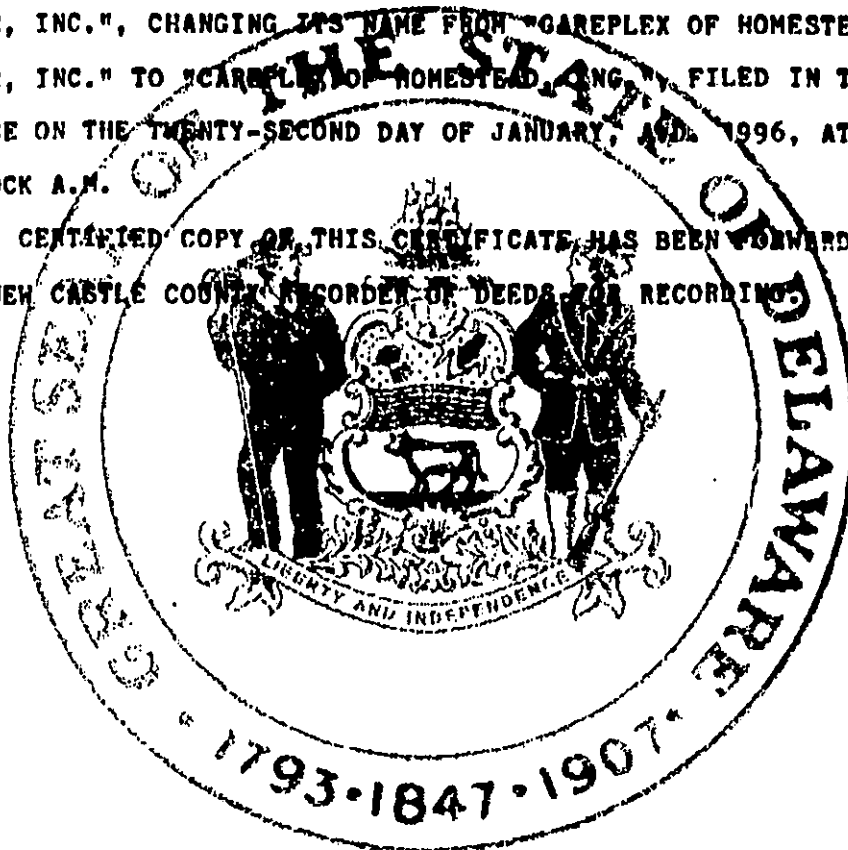
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PAGE 1

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CAREPLEX OF HOMESTEAD MANOR, INC.", CHANGING ITS NAME FROM "CAREPLEX OF HOMESTEAD MANOR, INC." TO "CAREPLEX OF HOMESTEAD, INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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960019115

AUTHENTICATION: 7800020

DATE: 01-23-96

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
CAREPLEX OF HOMESTEAD MANOR, INC.**

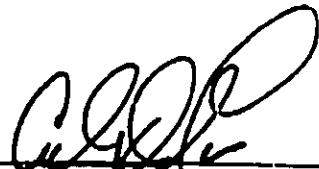
Pursuant to the provisions of Title 8 - Section 242, Delaware General Corporation Law, CarePlex of Homestead Manor, Inc., a Delaware corporation, hereby amends its Certificate of Incorporation as follows:

Article One is hereby amended to read:

The name of the corporation is CarePlex of Homestead, Inc.

This Amendment was approved by its sole director and sole stockholder in accordance with Title 8 - Section 242, Delaware General Corporation Law.

Dated: January 10, 1996

  
\_\_\_\_\_  
Andrew D. Gosman, President

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