

F 96 0000 00 100

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Huntcliff Management Company, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

300001712173
-02/12/96--01026--017
*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert R. Stubbs

(Name of Person)

Laing Properties, Inc.

(Firm/Company)

5901-B Peachtree Dunwoody Road, Suite 555

(Address)

Atlanta, Georgia 30328

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Margaret McClung
(Name of Person)

at (770) 551-3461
(Area Code & Daytime Telephone Number)

FILED
96 FEB 12 PM 1:51
RECEIVED
96 FEB 12 AM 10:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Huntcliff Management Company, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-1763218
(FEI number, if applicable)
4. 11/25/87
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. _____
5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, Georgia 30328
(Current mailing address)
8. Manage employees at Northshore Retirement Center
(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: (P.O. Box or Mail Drop Box acceptable)**
Name: CT Corporation System
1200 South Pine Island Road
Office Address: _____
Plantation, Florida, 33324
(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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Ned S. Holmes

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Vice Chairman: James A. Gillespie

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Director: Joanna K.M. Bright

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Director: George Barrie

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Director: Robert R. Stubbs

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Ned S. Holmes

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Exec. Vice President: James A. Gillespie

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Secretary: Robert R. Stubbs

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Treasurer: Joanna K.M. Bright

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

Sr. Vice President: George Barrie

Address: 5901-B Peachtree Dunwoody Road, Ste 555, Atlanta, GA 30328

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

13. Robert R. Stubbs
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Secretary

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

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96 FEB 12 PM 1:51
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STATE
FLORIDA

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 953560318
CONTROL NUMBER : 8725644
DATE OF AUTH/FILED : 11/25/1987
JURISDICTION : GEORGIA
PRINT DATE : 12/22/1995
FORM NUMBER : 211

MARGARET MCCLUNG
LANE PROPERTIES
5901-B PEACHTREE DUNWOODY RD. STE 555
ATLANTA GA 30328

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HUNTCLIFF MANAGEMENT COMPANY, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF
STATE
TALLAHASSEE, FLORIDA
96 FEB 12 PM 1:51
FILED