

F96000002234

Arthur Neis

Requestor's Name

800 Second Avenue

Address

Des Moines, IA 50309

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sarasota Investment Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
\$5 MAY -3 PM 2:07

ymh

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

40000178233-4
-04/16/96--01096--006
*****70.00 *****70.00

W96-8195



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1996

ARTHUR NEIS
% SARASOTA INVESTMENT, INC.
800 SECOND AVENUE
DES MOINES, IA 50309

SUBJECT: SARASOTA INVESTMENT, INC.
Ref. Number: W96000008195

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 PM 2:07

We have received your document for SARASOTA INVESTMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 437-6097.

Michael Mays
Document Specialist

Letter Number: 696A00017637

**JOINT MINUTES OF INFORMAL ACTION
TAKEN BY THE BOARD OF DIRECTORS
AND SOLE SHAREHOLDER OF
SARASOTA INVESTMENT, INC.**

WHEREAS, Section 490.821 of the Code of Iowa (1993) (the Iowa Business Corporation Act) authorizes the taking of action by the directors and shareholders of a corporation without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors and shareholders and declares that such consent shall have the same force and effect as a unanimous vote; and

WHEREAS, the undersigned constituting all the directors and sole shareholder of Sarasota Investment, Inc., an Iowa corporation (the "Corporation"), desire that the action expressed in the resolutions hereinafter set forth shall have the same force and effect as a unanimous vote at a meeting regularly noticed and held;

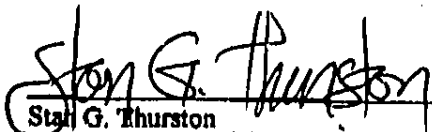
NOW THEREFORE, the undersigned, constituting all of the directors and sole shareholder of the Corporation, hereby consent to the taking of the action set forth in the following resolutions and hereby adopt the same, all as of the date hereof:

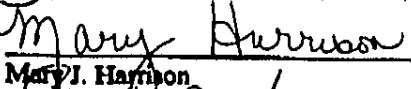
RESOLVED, that Sarasota Investment, Inc. is authorized to do business in Florida using the name, "Iowa Sarasota Investment, Inc."

IN WITNESS WHEREOF, the undersigned directors and sole shareholder hereunto subscribe their names this 22nd day of April, 1996, to be effective as of the date of authorization in Florida.

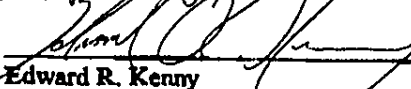
DIRECTORS

SOLE SHAREHOLDER

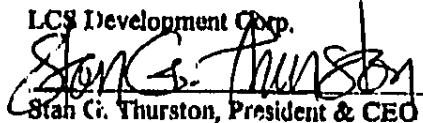

Stan G. Thurston


Mary J. Harrison


Stephen J. Hoober


Edward R. Kenny

LCS Development Corp.


Stan G. Thurston, President & CEO

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DIVISION OF CORPORATION
MAY - 22 - 1996
11:20:07

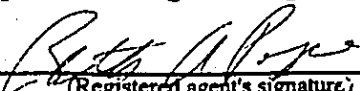
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. Sarasota Investment, 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. Iowa
(State or country under the law of which it is incorporated)
3. not available
(FBI number, if applicable)
4. 4-11-96
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon acceptance
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. 800 Second Avenue
Des Moines, IA 50309
(Current mailing address)
8. development and ownership of life-care retirement communities
(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 NOT acceptable)**
Name: C T Corporation Systems
Office Address: 1200 S. Pine Island
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.


(Registered agent's signature)

- Beth A. Pope, Assistant Secretary
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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAY -3 1 PM 2:07

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: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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. Arthur V. Neis, Treasurer & CFO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur V. Neis, Treasurer & Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -3 PM 2:07

SARASOTA INVESTMENT, INC.
800 Second Avenue
Des Moines, IA 50309
4/11/95

OFFICERS:

Stan G. Thurston, SS# 481-52-2725
President & Chief Executive Officer
800 Second Avenue
Des Moines, IA 50309

Stephen J. Hoover, SS# 515-54-7337
Senior Vice President & Secretary
800 Second Avenue
Des Moines, IA 50309

Edward R. Kenny, SS# 140-42-9717
Senior Vice President
800 Second Avenue
Des Moines, IA 50309

Mary J. Harrison, SS# 263-11-0146
Vice President
413 NE Third Street
Delray Beach, FL 33483

Arthur Neis, SS# 509-38-6958
Treasurer & Chief Financial Officer
800 Second Avenue
Des Moines, IA 50309

DIRECTORS:

Stan G. Thurston, SS# 481-52-2725
Director
800 Second Avenue
Des Moines, IA 50309

Stephen J. Hoover, SS# 515-54-7337
Director
800 Second Avenue
Des Moines, IA 50309

Edward R. Kenny, SS# 140-42-9717
Director
800 Second Avenue
Des Moines, IA 50309

Mary J. Harrison, SS# 263-11-0146
Director
413 NE Third Street
Delray Beach, FL 33483

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DIVISION OF CORPORATIONS
96 MAY -3 PM 2:07



No. 00112859
Date: 04/12/1996

SECRETARY OF STATE

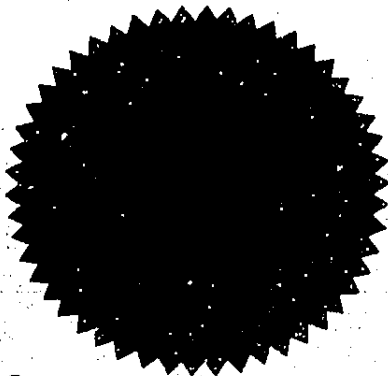
490 DP-000194809
LIFE CARE SERVICES CORPORATION
ATTN: REBECCA STOLL
800 2ND AVE
DES MOINES, IA 50309

CERTIFICATE OF EXISTENCE

Name: SARASOTA INVESTMENT, INC.
Begin date: 19960411
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 PM 2:07



Paul D. Pate

SECRETARY OF STATE



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F 4600000 2234
L I F E C A R E
S E R V I C E S C O R P O R A T I O N

July 18, 1997

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

800002242398--5
-07/21/97--01037--001
*****35.00 *****35.00

Enclosed is a completed Application by Foreign Profit Corporation to File an Amendment to Application for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Existence issued by the State of Iowa dated 7/18/97 and a check for \$35.00. Please send the amended Certificate of Authority to my attention. Thank you for your help.

Sincerely,

Rebecca S. Stoll

Rebecca S. Stoll
Assistant to the President

rss



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

REBECCA S. STOLL, ASSISTANT TO THE PRESIDENT
LIFE CARE SERVICES CORPORATION
800 SECOND AVENUE
DES MOINES, IA 50309

SUBJECT: IOWA SARASOTA INVESTMENTS, INC.
Ref. Number: F93000002234

We have received your document for IOWA SARASOTA INVESTMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated ^{attached} certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00037302

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Iowa Sarasota Investments, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Iowa 3. May 3, 1996
Incorporated under laws of Date authorized to do business in Florida.

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? July 17, 1997

5. LCS--Imperial Club, Inc..
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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

New Duration

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

New Jurisdiction

Stan G. Thurston
Signature

Stan G. Thurston

Typed or printed name

July 18, 1997

Date

President & CEO

Title

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97 AUG 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 AUG 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



No. 00142426
Date: 07/18/1997

SECRETARY OF STATE

490 DP-000194800
REBECCA STOLL
LCS HOLDINGS INC.
800 SECOND AVE.
DES MOINES, IA 50317

CERTIFICATE OF EXISTENCE

Name: LCS--IMPERIAL CLUB, INC.
Begin date: 19960411
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.



SECRETARY OF STATE



**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA INVESTMENT, INC.**

194809

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Second Amended and Restated Articles of Incorporation:

ARTICLE I

- 1.1 The name of the Corporation is LCS--Imperial Club, Inc. (the "Corporation").

ARTICLE II

- 2.1 The Corporation shall have perpetual duration.

ARTICLE III

- 3.1 The Corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE IV

- 4.1 The aggregate number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) consisting of one class, common stock, one dollar (\$1.00) par value.

ARTICLE V

- 5.1 The number of directors shall be established by or in accordance with the Bylaws and may be increased or decreased as provided in the Bylaws.

ARTICLE VI

RECEIVED

JUL 17 1997

SECRETARY OF STATE

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00718

592262 AMEND 10 JUL 07 1997

6.1 A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act. No amendment to or repeal of this paragraph 6.1 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the full extent then permitted. The directors of this Corporation have agreed to serve as directors in reliance upon the provisions of this paragraph 6.1.

6.2 This Corporation shall indemnify a director or officer of this Corporation, and each director or officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or officer relating to his or her conduct as a director or officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction for which a director or officer derived an improper personal benefit, (iv) to liabilities under Section 833 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such director or officer shall be adjudged liable to the Corporation.

CERTIFICATE OF ADOPTION

A. The duly adopted First Amended and Restated Articles of Incorporation set forth above supersede the original Articles of Incorporation of the Corporation, and all amendments to them.

B. The board of directors adopted these Restated Articles of Incorporation to amend the Articles of Incorporation which required shareholder approval. These Restated Articles of Incorporation were approved by the shareholders on July 17th, 1997.

C. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Restated Articles of Incorporation and the

number of votes to each voting group indisputably represented at the meeting are as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON RESTATED ARTICLES	VOTES REPRESENTED AT MEETING
Common Stock, \$1.00 par value	1,000	1,000	1,000

The total number of votes cast for and against these Restated Articles of Incorporation by each voting group entitled to vote separately on the Restated Articles of Incorporation is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common Stock, \$1.00 par value	1,000	0

D. The total number of undisputed votes cast for the Restated Articles of Incorporation by each voting group was:

VOTING GROUP	VOTES FOR
Common Stock, \$1.00 par value	1,000

E. The number of votes cast for the Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

Dated this 17th day of July, 1997.

SARASOTA INVESTMENT, INC.

FILED
IOWA
SECRETARY OF STATE

7-17-97

12:37pm

W151444



By Arthur V. Neis
 Arthur V. Neis , Treasurer
 (Name of Officer) (Title)

STATE OF IOWA
Secretary of State Office

3830

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 17th day of July 1997 to and including the date below.

DATED August 4 1997

Paul D. Hite
Secretary of State

BY: [Signature]

3 Pages

