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F96000003822

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400001900834
-07/29/96--01023--001
*****70.00 *****70.00

Capital Senior Management 2, Inc.

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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

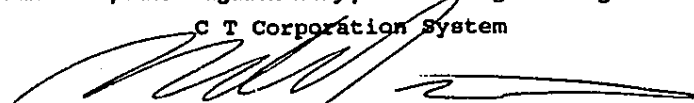
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Capital Senior Management 2, 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. Texas
(State or country under the law of which it is incorporated)
3. 752660661
(FEI number, if applicable)
4. July 19, 1996
(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 817.156, F.S.))
7. 14160 Dallas Parkway, Suite 900, Dallas, Texas 75240
(Current mailing address)
8. Manage residential 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:
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



(Registered agent's signature) (Officer)

M.E. Jones, Asst. Secy.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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. David R. Brickman VP. Sec
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David R. Brickman
(Typed or printed name and capacity of person signing application)

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

**Officers of
Capital Senior Management 2, Inc.**

1. Keith N. Johannessen, President
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240
2. Fred W. Tanner, Exec. Vice President
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240
3. Marilyn J. Teel, Vice President
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240
4. David R. Brickman, V. P. and Secretary
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240
5. Rob. L. Goodpaster, National Dir. Marketing
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240
6. Robert F. Hollister, Controller
14160 Dallas Parkway, Suite 900
Dallas, Texas 75240

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The State of Texas

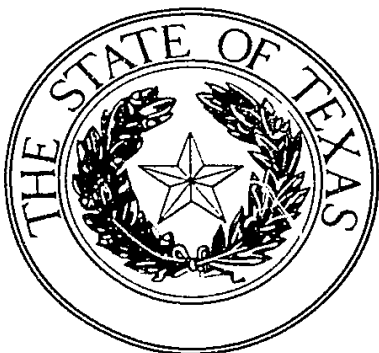
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of


CAPITAL SENIOR MANAGEMENT 2, INC.
CHARTER# 1408234

were filed in this office and a certificate of incorporation was issued on
JULY 19, 1996;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 25, 1996.*



Antonio O. Garza, Jr.
Secretary of State

BAM