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DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Athia Communities, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
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Acknowledgment
W.P. Verifier

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8-19

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

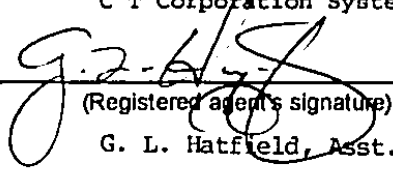
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Atria Communities, 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. 61-1303738
(FEI number, if applicable)
4. May 1, 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. 515 West Market Street, Louisville, Kentucky 40202
(Current mailing address)
8. Providing assisted and independent living 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)

G. L. Hatfield, 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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. W. Bruce Lunsford
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Bruce Lunsford, Chairman of the Board
(Typed or printed name and capacity of person signing application)

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ATRIA COMMUNITIES, INC.

Directors

Sandra Harden Austin
Caremark, Inc.
Suite 400
2215 Sanders Road
Northbrook, IL 60062

William C. Ballard Jr.
Greenebaum Doll & McDonald
3300 First National Tower
Louisville, KY 40202

Thomas T. Ladt
Vencor, Inc.
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Bruce Lunsford
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Patrick Mulloy, II
Atria Communities, Inc.
515 West Market Street
Louisville, KY 40202

R. Gene Smith
3600 National City Tower
Louisville, KY 40202

Officers

Ralph H. Bellande
Chief Operating Officer
515 West Market Street
Louisville, KY 40202

W. Bruce Lunsford
Chairman of the Board
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Patrick Mulloy, II
Chief Executive Officer and President
515 West Market Street
Louisville, KY 40202

J. Timothy Wesley
Chief Financial Officer, Vice President of
Development and Secretary
515 West Market Street
Louisville, KY 40202

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATRIA COMMUNITIES, 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 THIRTEENTH DAY OF AUGUST, A.D. 1996.

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

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2619366 8300

960236288

AUTHENTICATION:

DATE:

8066363

08-13-96



Atria Communities, Inc. 515 West Market Street Suite 200 Louisville, Kentucky 40202 (502) 596-7540 (502) 596-4160 Fax

F96000004227

April 1, 1997

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

Re: Reinstatement Section
Division of Corporations Letter No. 097A00012318

In response to you above-referenced letter, this is to notify you that the correct mailing address for The Heritage at Hernando is 7251 Grove Road, Brooksville, Florida 34613.

Sincerely yours,

ATRIA COMMUNITIES, INC.

A handwritten signature in cursive script that reads "Susan Newgard". The signature is written in dark ink and is positioned above the printed name and title.

Susan Newgard
Office Manager

KS 4/8