

Document Number Only

F970000006481

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002366908--0

-12/09/97--01042--027

\*\*\*\*\*70.00 \*\*\*\*\*70.00

800002366908--0

-12/09/97--01042--028

\*\*\*\*\*8.75 \*\*\*\*\*8.75

Carematrix of Palm Beach Gardens (SNF), Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/9

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

RECEIVED  
97 DEC -9 PM 12:48  
DIVISION OF CORPORATION

CR2E031 (1-89)

# 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. CareMatrix of Palm Beach Gardens (SNF), 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

(FEI number, if applicable)

4. December 1, 1997

(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. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

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

Patricia A. Canario

(Registered agent's signature) (Officer)

**PATRICIA A. CANARIO,**  
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: \_\_\_\_\_  
\_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

B. OFFICERS

President: See attached list of officers

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

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

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

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

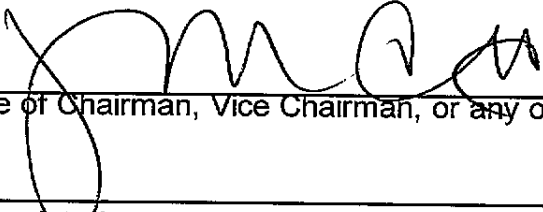
Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

\_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

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

**Purpose Clause of  
CareMatrix of Palm Beach Gardens (SNF), Inc.**

---

To own, manage and operate assisted and independent living facilities,  
and to engage in any lawful act or activity for which corporations may be  
organized to do business.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

**Appendix to Application by Foreign Corporation for Authorization to  
Transact Business in Florida**

**CAREMATRIX OF PALM BEACH GARDENS (SNF), INC. OFFICERS & DIRECTORS**

<u>Name and Title</u>	<u>Business Address</u>
Andrew D. Gosman Sole Director and President	197 First Avenue Needham, MA 02194
Robert M. Kaufman Chief Executive Officer and Treasurer	197 First Avenue Needham, MA 02194
Marc H. Benson Chief Operating Officer	197 First Avenue Needham, MA 02194
Michael M. Gosman Executive Vice President	197 First Avenue Needham, MA 02194
James M. Clary, III General Counsel, Executive Vice President and Secretary	197 First Avenue Needham, MA 02194
Harold E. Nash, III Executive Vice President	197 First Avenue Needham, MA 02194
Michael J. Zaccaro Executive Vice President	197 First Avenue Needham, MA 02194
Richard P. Zermani Senior Vice President and Assistant Secretary	197 First Avenue Needham, MA 02194
Jeffrey P. Neterval Vice President	197 First Avenue Needham, MA 02194
Laurie I. Gelb Vice President	197 First Avenue Needham, MA 02194
Michael J. Bohnen Assistant Secretary	197 First Avenue Needham, MA 02194

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19

*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 "CAREMATRIX OF PALM BEACH GARDENS (SNF), 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 EIGHTH DAY OF DECEMBER, A.D. 1997.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2826910 8300

971417922

-8796746

12-08-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 1:19