

F98000004197



ACCOUNT NO. : 072100000032

REFERENCE : 900623 7112202

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 900623-015

CUSTOMER NO: 7112202

CUSTOMER: Lorie Taylor, Legal Asst
Balanced Care Corporation
5021 Louise Drive
Suite 200
Mechanicsburg, PA 17055

800002596268--1

FOREIGN FILINGS

NAME: BALANCED CARE AT LEESBURG,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 23 AM 11:33

mtm
7/23

99 JUL 23 AM 10:37
DIVISION OF CORPORATIONS

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

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

1. Balanced Care at Leesburg, 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 for

(FEI number, if applicable)

4. July 2, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Anticipate August of 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5021 Louise Drive, Suite 200

Mechanicsburg, PA 17055

(Current mailing address)

8. to own, operate and/or manage adult congregate living facilities

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Carol K. Doe

(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.

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)
see attachment "A"

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
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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. _____

Stephen G. Marcus, President

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

Attachment A

Name: Brad E. Hollinger
Title: Sole Director
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

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Attachment B

Name: Stephen G. Marcus
Title: President
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Name: Brian L. Barth
Title: Vice President
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Name: Russell A. DiGilio
Title: Vice President
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Name: Robert J. Sutton
Title: Vice President and Assistant Secretary
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Name: Karen N. Connelly
Title: Assistant Secretary
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

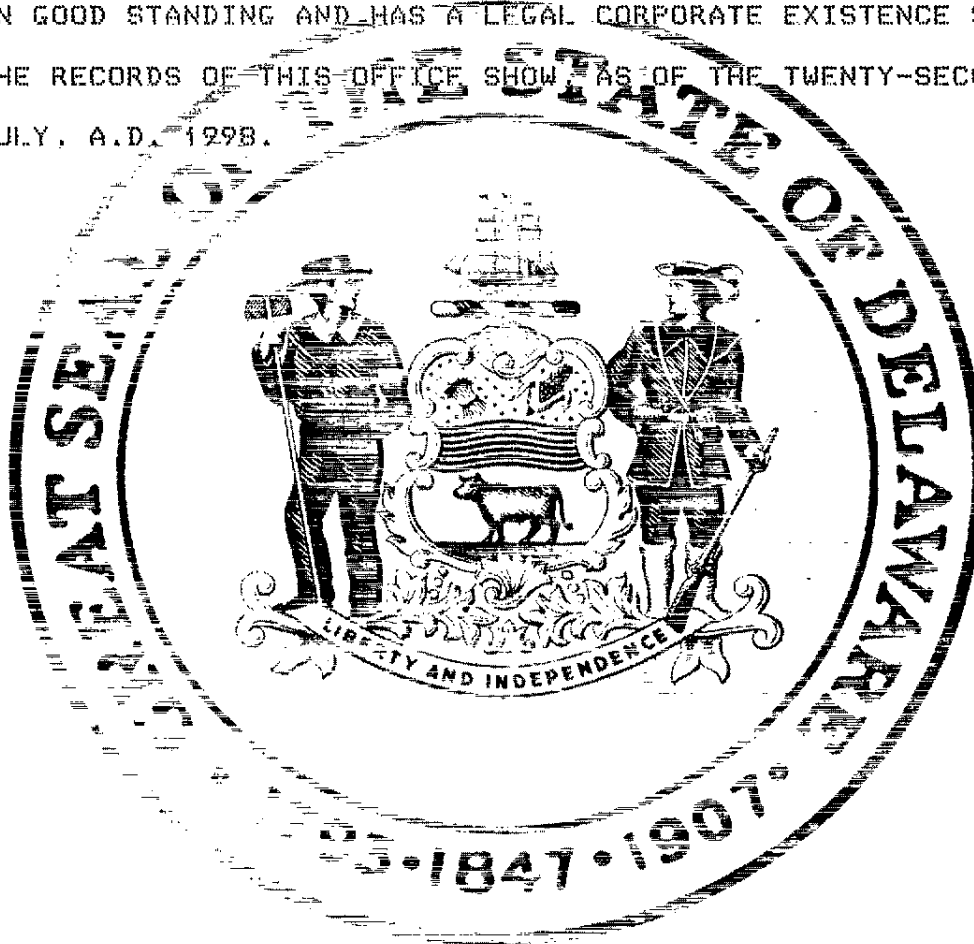
Name: Robin L. Barber
Title: Secretary
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Name: Mark S. Moore
Title: Treasurer
Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

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DIVISION OF RECORDS
98 JUL 23 AM 11:33

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALANCED CARE AT LEESBURG, 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 TWENTY-SECOND DAY OF JULY, A.D. 1998.



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 DIVISION OF CORPORATIONS
 98 JUL 23 AM 11:33



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9210343

07-22-98