



ACCOUNT NO. : 072100000032

REFERENCE : 899979 4320757

AUTHORIZATION : *Patricia Pizguet*

COST LIMIT : \$ 70.00

ORDER DATE : July 22, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 899979-010

CUSTOMER NO: 4320757

CUSTOMER: Mr. John Butenas  
Manor Care, Inc.  
11555 Darnestown Rd.

100002597641--5

Gaithersburg, MD 20878

FOREIGN FILINGS

NAME: AMERICAN HOSPITAL BUILDING  
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

W98-16875

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DIVISION OF CORPORATIONS  
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*mtm*

*10/15*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 24, 1998

CSC

SUBJECT: AMERICAN HOSPITAL BUILDING CORPORATION  
Ref. Number: W98000016875

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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 (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 998A00039219

*File 1st*

**RESUBMIT**

Please give original  
submission date as file date.

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98 OCT 15 AM 9:54

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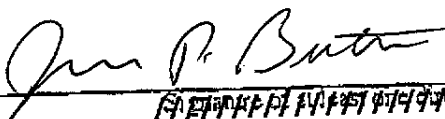
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John P. Butenas, do hereby certify  
that this Resolution of the Board of Directors of AMERICAN HOSPITAL BUILDING CORPORATION  
a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on October 22<sup>9</sup>, 19 74 98.

Resolved, that AMERICAN HOSPITAL BUILDING CORPORATION, organized  
and existing in the State of Delaware, hereby adopts the  
name COLEWOOD CORPORATION  
for use in Florida.

Dated: Oct. 13, 1998

  
\_\_\_\_\_  
John P. Butenas, Assistant Secretary,  
American Hospital Building Corporation

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## 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. AMERICAN HOSPITAL BUILDING CORPORATION  
(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. 52-0985621  
(FEI number, if applicable)
4. 10/23/73  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Will begin business upon approval of application.  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Atn: Legal Dept. 5th Floor, 11555 Darnestown Road, Gaithersburg, MD 20878-3200

(Current mailing address)

8. Develop and own health care 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 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:

Renita Butler-John-Drake  
(Registered agent's signature)

Asst. 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.

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NOT

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 Exhibit A

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: See attached Exhibit A

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.

AMERICAN HOSPITAL BUILDING CORPORATION

13. By: John P. Butenas  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John P. Butenas, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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**Exhibit A**  
**American Hospital Building Corporation**  
**Directors**

<b>Name</b>	<b>Address</b>	<b>Title</b>
Stewart Bainum, Jr.	12 Primrose Street, Chevy Chase, MD 20815	Director
Donald C. Tomasso	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Director
James H. Rempe	7610 Connecticut Avenue, Chevy Chase, MD 20815	Director

**American Hospital Building Corporation**  
**Officers**

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Title</u></b>
James H. Rempe	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	President
K. Peter Kemezys	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Secretary
Joseph R. Buckley	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Executive Vice President
Leigh C. Comas	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Vice President, Finance & Treasurer
John P. Butenas	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Assistant Secretary
Richard N. Carey	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Vice President, General Manager, Western District

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Donald E. Feltman	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Vice President, Development
Larry R. Godla	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Vice President, Construction
Peter L. Childs	11555 Darnestown Rd. Gaithersburg, MD 20878-3200	Assistant Treasurer

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN HOSPITAL BUILDING CORPORATION" 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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9210279  
07-22-98

*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: