

F99000002197



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 220768 4304045

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 70

ORDER DATE : April 28, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 220768-020

600002855416--4

CUSTOMER NO: 4304045

CUSTOMER: Bobbie J. Morrow, Legal Asst
Arnall Golden & Gregory
2800 One Atlantic Center
1201 West Peachtree St.
Atlanta, GA 30309-3450

FOREIGN FILINGS

NAME: HCCI-CROSS KEY MANOR, 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: Christine Lillich

RECEIVED

99 APR 28 PM 2:02

SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 28 PM 2:46

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

4/28

**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. HCCI-Cross Key Manor, 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. April 6, 1999

(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 817.155, F.S.)

7. 1550 Lee Boulevard

Lehigh Acres, Florida 33936

(Current mailing address)

To own or lease real property, personal property and real property improvements for the operation of an assisted living care or nursing care

8. facility located in Lehigh Acres, Florida

(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: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, Asst. Sec.

Corporation Service Company

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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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: Wesley E. Peake

Address: 1820 Highgrove Club Drive Alpharetta, Georgia 30004

Vice Chairman: _____

Address: _____

Director: Michael Gearheart

Address: 1820 Highgrove Club Drive Alpharetta, Georgia 30004

Director: Raymond Tyler

Address: 14323 South Outer Forty Road, Suite 600 North Chesterfield, Missouri 63017

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

President: Wesley E. Peake

Address: 1820 Highgrove Club Drive Alpharetta, Georgia 30004

Vice President: Michael Gearheart and Raymond Tyler

Address: 1820 Highgrove Club Drive Alpharetta, Georgia 30004 - 14323 South Outer Forty Rd, # 600 N Chesterfield, MO 63017

Secretary: _____

Address: _____

Treasurer: Michael Gearheart

Address: 1820 Highgrove Club Drive Alpharetta, Georgia 30004

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

13. Michael H. Gearheart
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Gearheart, Vice President & CFO
(Typed or printed name and capacity of person signing application)

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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 "HCCI-CROSS KEY MANOR, 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 SEVENTH DAY OF APRIL, A.D. 1999.

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

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SECRETARY OF STATE
DIVISION OF CORPORATION
99 APR 28 PM 2:46




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9674400

DATE: 04-07-99