

F99 0000003442

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Prime Living, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dianne L. Papierniak, Esq.

(Name of Person)

Kutak Rock

(Firm/Company)

Suite 2100, 225 Peachtree St., NE

(Address)

Atlanta, Georgia 30303

(City/State/Zip)

600002869796--3

-05/10/99-01126-008

*****78.75 *****78.75

W99-11062

Should you need to call someone concerning this matter, please call:

Dianne Papierniak

(Name of Person)

at (404) 222-4611

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

99 JUN 29 PM 2:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm

7/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

DIANNE L PAPIERNIAK
KUTAK ROCK
STE 2100, 225 PEACHTREE ST., NE
ATLANTA, GA 30303

SUBJECT: PRIME LIVING, INC.
Ref. Number: W99000011062

We have received your document for PRIME LIVING, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office 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: 299A00025854

59 JUN 29 PM 2:07

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William E. Lovett, Jr., do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Prime Living, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia

was duly adopted on May 17th, 1999

Be it resolved, that Prime Living, Inc.
(Corporate Name)

organized and existing in the State of Georgia, hereby adopts the name

Prime Senior Living, Inc. for use in Florida.

Dated: May 17, 1999



Signature of either Chairman, Vice Chairman or any officer

William E. Lovett, Jr., President
Type or print name

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
59 JUN 29 2:07 PM '99

MAY 5 1999 12:39PM

KUTAK ROCK

NO. 3731 P. 2/3

ORIGINAL

**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. Prime Living, 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. Georgia 3. 58-2213966
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 24, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet transacted business in State of Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Suite 212, 3500 Piedmont Road
Atlanta, Georgia 30305
(Current mailing address)
8. Development and management of various health care facilities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: David R. Vaughan
Office Address: Suite 12, 210 South Parsons Drive
Brandon . Florida, 33594
(Zip code)

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DIVISION OF CORPORATIONS

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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.

David R. Vaughan
(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)

MAY 5 1999 4:55PM

Street address only - P.O. Box NOT acceptable)

NO. 6741 P. 2

ORIGINAL

Chairman: William E. Lovett, Jr.

Address: Suite 211, 3500 Piedmont Road

Atlanta, Georgia 30305

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: William E. Lovett, Jr.

Address: Suite 211, 3500 Piedmont Road

Atlanta, Georgia 30305

COO
~~WORKER~~ Thomas E. Garner, Jr.

Address: Suite 211, 3500 Piedmont Road

Atlanta, Georgia 30305

Secretary: William E. Lovett, Jr.

Address: Suite 211, 3500 Piedmont Road

Atlanta, Georgia 30305

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. William E. Lovett, Jr., Chairman

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

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SECRET
DIVISION OF INTELLIGENCE
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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91250350
CONTROL NUMBER : K602576
DATE INC/AUTH/FILED: 01/24/1996
JURISDICTION : GEORGIA
PRINT DATE : 05/05/1999
FORM NUMBER : 211

KUTAK ROCK/DIANNE PAPIERNIAK
STE. 2100, 225 PEACHTREE ST. NE
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PRIME LIVING, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State. FILED
MAY 20 PM

This certificate relates only to the legal existence of the above named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State