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ACCOUNT NO. : 072100000032

REFERENCE : 517671 5022976

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 15, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 517671-005

CUSTOMER NO: 5022976

CUSTOMER: Ms. Katie Meeuwsen
Assisted Living Concepts, Inc.
11835 Ne Glenn Widing Drive
Building E
Portland, OR 97220-9057

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*****70.00 *****70.00

FOREIGN FILINGS

NAME: ASSISTED LIVING CONCEPTS, 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: Janine Lazzarini

BK 12/17/99

RECEIVED
99 DEC 17 AM 11:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 DEC 17 PM 2:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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:

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CORPORATIONS
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1. Assisted Living Concepts, 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. Nevada 3. 93-1148702
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 19, 1994 5. Perpetual
(Date of Incorporation) (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. 11835 NE Glenn Widing Drive, Building E
Portland, OR 97220
(Current mailing address)

8. To develop, construct, operate and manage assisted 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.

Karen E. Wehner
(Registered agent's signature)
Karen E. Wehner, Asst. V.P.

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)

Chairman: RICHARD LADD

Address: 11956 N. Shadow Hills Ct. SE
Turner, OR 97392

Vice Chairman: KEREN BROWN WILSON

Address: 11835 NE Glenn Widing Dr., Bldg. E
Portland, OR 97220

Director: BRADLEY RAZDOOK

Address: 757 3rd Avenue
New York, NY 10017

Director: GLORIA CAVANAUGH

Address: 833 Market Street, Ste. 511
San Francisco, CA 94103

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

President: KEREN BROWN WILSON

Address: 11835 NE Glenn Widing Dr., Bldg. E
Portland, OR 97220

Sr. Vice President: SANDRA CAMPBELL

Address: 11835 NE Glenn Widing Drive, Bldg. E
Portland, OR 97220

Secretary: SANDRA CAMPBELL

Address: 11835 NE Glenn Widing Drive, Bldg. E
Portland, OR 97220

Treasurer: JAMES CRUCKSHANK

Address: 11835 NE Glenn Widing Drive, Bldg. E
Portland, OR 97220

* See Addendum for additional Directors and Officers

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

13.

Sandra Campbell, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

SANDRA CAMPBELL, SECRETARY

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

ADDENDUM

A. DIRECTORS (Additional):

Jill Krueger
911 Elm Street, Suite 228
Hinsdale, IL 60521

B. OFFICERS (Additional):

Senior Vice President/Community
Relations

Nancy Gorshe
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Chief Operating Officer/Vice
President

Leslie Mahon
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Vice President/Chief Financial Officer

James Cruckshank
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Vice President/Controller and
Chief Accounting Officer

Cathy Maloney
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Vice President/Operational Strategy
and Planning

Connie Baldwin
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Vice President/Development

Paul Parker
11835 NE Glenn Widing Drive, Building E
Portland, Oregon 97220-9057

Vice President of Operations –
Northeast Region

Ron Kerr
6457 Reflections Drive, Suite 110
Dublin, OH 43017

Vice President of Operations –
Southwest Region

Mark West
11884 Greenville Avenue, Suite 104
Dallas, TX 75243

Vice President of Operations -
Midwest Region

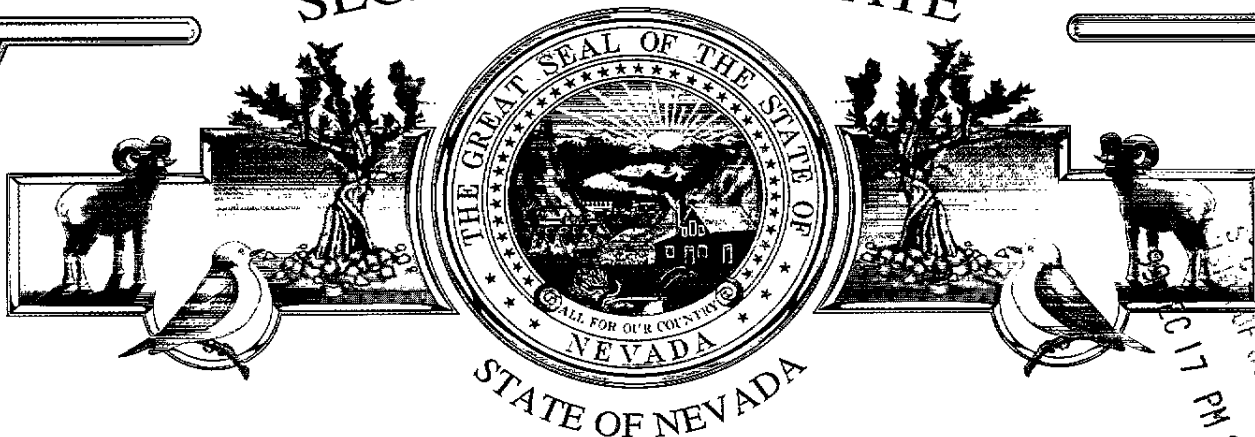
Don Goronzy
6457 Reflections Drive, Suite 110
Dublin, OH 43017

Vice President of Operations –
Western Region

Bill McCarty
10570 SE Washington, Suite 213
Portland, OR 97216

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ASSISTED LIVING CONCEPTS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 19, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 24, 1999.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk

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CORPORATIONS
NOV 24 1999
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