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ATTORNEY AND COUNSELOR AT LAW
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Winter Park, Florida 32789

City,

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
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ARTICLES OF ORGANIZATION
OF
ALF AMERICA, L.L.C.
A Florida Limited Liability Company

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is: ALF AMERICA, L.L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited liability company is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

(2) Engage in the operation of owning, managing, organizing, administering, and/or franchising assisted living facilities as well as incidental and related activities, as allowed pursuant to federal, state and local laws.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This Limited company shall have all powers now and hereafter granted Limited liability Companies for profit under the laws of the State of Florida, and the United States government, including, but not limited to:

(1) Make and enter into all contracts necessary and proper for the conduct of its business.

(2) Conduct business, have two or more Members with interests in the L.L.C., and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(3) Purchase the corporate assets of any corporation and engage in the same

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character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks and any licenses or other assets or interests thereunder or therein.

(5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited liability company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors or Administrators may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited liability company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

a. Provide in such instruments for transferring Company property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

b. Provide in case of the sale of any property by virtue of any such instrument of, or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the limited liability company to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act

alleged to have been committed by such person in his capacity of director, administrator, officer, employee, or agent of the limited liability company, or of any other limited liability company, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited liability company, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the limited liability company or that he had reasonable grounds for belief that such action was unlawful;

b. By or in the right of the limited liability company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the limited liability company, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited liability company, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited liability company. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the limited liability company unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

c. To the extent that a director, administrator, officer, employee or agent in the L.L.C., management, officer, employee or agent of the company has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection therewith.

d. If a determination is made that indemnification of the director, administrator, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made by the Members with interest in the L.L.C. who were not parties to such action, suit or proceeding.

(11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (14) upon receipt of an undertaking by or on behalf of the member, officer, administrator, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the limited liability company as authorized by this section.

(12) Enter into general partnerships, limited partnerships (whether the limited company be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Organization, jointly or in common with others, so long as the participating L.L.C., corporation, person, or association would have power to do so alone.

ARTICLE IV

TERMS OF EXISTENCE

This limited liability company shall exist perpetually.

ARTICLE V

MEMBERS WITH INTEREST IN L.L.C. AND MANAGEMENT

(1) The business of this limited liability company shall be conducted by the following Management Group designated by the Members with interest in the L.L.C. for such purpose. Corporate action shall be approved by a majority vote of members of the Management Group.

(2) The names and street addressed of the members of the Management Group as appointed herein who shall also hold the following office for the first year of its existence and as elected thereafter are as follows:

<u>NAME</u>	<u>MANAGEMENT POSITION</u>	<u>ADDRESS</u>
Ramzi Nassar	Manager	435 River Isle Court Longwood, FL 32779-3742
Howard A. Speigel	Chief legal officer	1133 Louisiana Avenue Suite 214 Winter Park, FL 32789-1119

ARTICLE VI

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

ALF America, L.L.C., desiring to organize under the laws of the State of Florida,

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has designated its principal office and mailing address at 1133 Louisiana Avenue, Suite 214, Winter Park, Florida 32789 and has named as its initial Registered Agent, Howard A. Speigel, whose address is 1133 Louisiana Avenue, Suite 214, Winter Park, Florida 32789.

ARTICLE VII

ORGANIZING MEMBERS OF THE L.L.C.

The name and address of the persons signing these Articles of Organization on behalf of the organizing members are:

ORGANIZING MEMBER

Ramzi Nassar

ADDRESS

435 River Isle Court
Longwood, FL 32779-3712

Howard A. Speigel

1133 Louisiana Avenue, Suite 214
Winter Park, FL 32751

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

All existing members shall have first received notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date which the new member intends to join. Upon the 10th day or any time set in the written notice, all the existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of the new member. It shall be a condition that such new member deposit a sum equal to the percentage of paid-in-capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all the sums into the company's account and said amount shall be designated (additional) paid-in-capital.

ARTICLE IX

CONTINUANCE OF MEMBERSHIP AND

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RIGHTS OF MEMBER IN CASE OF TERMINATION

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or designee shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall be final.

By: _____

Ramzi Nassar

By: _____

Howard A. Spiegel

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Ramzi Nassar and Howard A. Spiegel, to me well known, and known to me to be the individual described in and who executed the foregoing, and whose identity was further established by presentation to me of the personally known (form of identification) and who acknowledged before me that all of their statements herein are true and correct, and that he/she executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED for me this 21st day of May, 2000.
WITNESS my hand and official seal in the county and state last aforesaid.

Notary

My Commission Expires:



Barbara A. Holland
My Commission CC898483
Expires February 24, 2004

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ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Howard A. Spiegel, having been named to accept Service of Process for ALF America, L.L.C., a Florida Limited Liability Company, at the place designated in paragraph VI of the attached Articles of Organization, I hereby accept to act in this capacity, accepting the duties as Registered Agent, and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 19th day of May, 2000



Registered Agent

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