

L000000013910

Florida Department of State
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From: Account Name : HOLLAND & KNIGHT
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LIMITED LIABILITY COMPANY

Arbor Terrace-Asheville, LLC

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**ARTICLES OF ORGANIZATION FOR
ARBOR TERRACE-ASHEVILLE, LLC
(a Florida limited liability company)**

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: Arbor Terrace-Asheville, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company is:

300 Northcreek, Suite 110
8715 Northside Parkway
Atlanta, Georgia 30327

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written agreement of all the Members.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Corporation Service Company
1201 Hayes Street, Suite 105
Tallahassee, FL 32301-2607

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of

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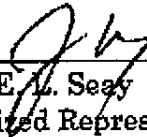
the Company. Therefore, the Company is a manager-managed company. Such Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager are as follows:

The Arbor Senior Management, LLC
300 Northcreek, Suite 110
3715 Northside Parkway
Atlanta, Georgia 30327

Such Manager shall serve in such capacity until the first meeting of the Members or until its successor(s) are duly elected and qualified.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.



James E. L. Seay
Authorized Representative of a Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF ARBOR TERRACE-ASHEVILLE, LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Arbor Terrace-Asheville, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Arbor Terrace-Asheville, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: Corporation Service Company

ADDRESS: 1201 Hayes Street, Suite 105

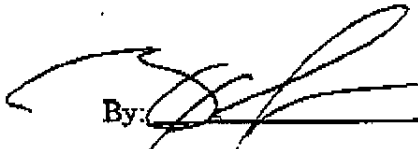
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Date: Nov. 10, 2000

Corporation Service Company

By: 

Name: _____

BRIAN COURTNEY, ASST. V.P.

Title: _____

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