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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 11/30/00 11:00

CERTIFIED COPY

CUS

X PHOTO COPY

X FILING LLC

1.) Senior Health - Winter Haven, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

Handwritten initials and date: 11-30-00

**ARTICLES OF ORGANIZATION
OF
SENIOR HEALTH - WINTER HAVEN, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

SENIOR HEALTH - WINTER HAVEN, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be:

Professional Arts Building
25 Penncraft Avenue
Chambersburg, PA 17201
Attn: Carol A. Tschop

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist until December 31, 2030, unless sooner dissolved according to law.

ARTICLE V

The name and mailing/street address of the initial registered agent of this Limited Liability Company shall be:

Dr. Bernard Richmond
5261 Indianwood Village Lane
Lake Worth, Florida 33463

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ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Limited Liability Company, unless the regulations are hereafter amended to provide that the Limited Liability Company shall be managed otherwise.

ARTICLE VII

The name and mailing/street address of the initial sole manager of the Limited Liability Company, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

Carol A. Tschop
Professional Arts Building
25 Penncraft Avenue
Chambersburg, PA 17201

ARTICLE VIII

The name and mailing/street address of the initial sole member of the Limited Liability Company is:

Senior Health Properties-South, Inc.
Professional Arts Building
25 Penncraft Avenue
Chambersburg, PA 17201

ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE X

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE XI

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Senior Health - Winter Haven, LLC.

2. The name and the Florida street address of the registered agent are:

Dr. Bernard Richmond
5261 Indianwood Village Lane
Lake Worth, Florida 33463.

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.

Dated this 20 day of November, 2000.



Dr. Bernard Richmond

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