

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000016884

Horizon Senior Lifestyles II, LLC

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*****125.00 *****125.00

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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DIVISION OF CORPORATIONS

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WD-22737

Signature _____

Requested by: SK
Name _____ Date 10/2/01 Time 10:40

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 2, 2001

CAPITAL CONNECTION, INC.

SUBJECT: HORIZON SENIOR LIFESTYLES II, LLC
Ref. Number: W01000022737

We have received your document for HORIZON SENIOR LIFESTYLES II, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 701A00055265

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
HORIZON SENIOR LIFESTYLES II, LLC

The undersigned, HORIZON SENIOR LIFESTYLES, LTD., a Florida limited partnership as subscriber to these Articles of Organization, hereby executes and presents these Articles of Organization for the purpose of creating, forming and establishing a limited liability company (hereinafter referred to as "Company") by, under and pursuant to the provisions of Florida Statutes Chapter 608.

ARTICLE I.
NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be HORIZON SENIOR LIFESTYLES II, LLC.

ARTICLE II.
TERM OF EXISTENCE

The existence of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State, State of Florida, and shall terminate thirty (30) years thereafter or upon the earlier termination in accordance with these Articles of Organization or otherwise in accordance with the laws of the State of Florida.

ARTICLE III.
BUSINESS OF LIMITED LIABILITY COMPANY

3.1 **Specific Business:** The Company shall own, possess, manage and operate the real property, improvements, personal property and business operations thereon collectively comprising that certain assisted living facility located in Sarasota, Florida commonly known and referred to as "Heron House of East Sarasota" (herein collectively referred to as the "Facility") until the Facility shall be sold to a third party purchaser upon such terms of sale as shall be approved by the Managing Member, as named and designated in Article VIII of these Articles of Organization.

3.2 **General Business:** The Company shall have full right, power and authority to engage in and to transact any and all lawful business and to exercise such powers and authorities as may be conferred by the laws of the State of Florida and the principles of common law pertaining to limited liability companies organized and existing under and by virtue of the laws of Florida, including without limitation the following:

(1) The Company shall expend such funds as may be determined by the Managing Member, named and designated in Article VIII of these Articles of Organization, to be necessary to fully acquire, own, develop, improve, maintain, administer and operate the Facility.

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CORPORATE SERVICES
TALLAHASSEE, FLORIDA

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(2) The Company shall borrow such funds as may be needed to pay all costs and expenses to acquire, own, develop, improve, maintain, administer and operate the Facility in such amounts and upon such loan terms as shall be determined and approved by the Managing Member named and designated in Article VIII of these Articles of Organization.

(3) The Company shall enter into a written management agreement to engage Autumn Care Management, Inc., a Florida corporation, to provide management services for the Facility, upon such terms as shall be approved by the Managing Member named and designated in Article VIII of these Articles of Organization.

(4) The Company shall market and sell the Facility at such time and upon such terms of sale as shall be determined and approved by the Managing Member named and designated in Article VIII of these Articles of Organization.

(5) The Company shall use and apply all income and revenue derived from the ownership and operation of the Facility and all net proceeds received from any sale of the Facility for the purposes stated below:

(a) To pay and satisfy all debts and obligations secured by any mortgage lien and encumbrance upon the property and improvements comprising the Facility.

(b) To pay and satisfy all costs and expenses pertaining to the ownership, maintenance and operation of the Facility.

(c) To pay and satisfy any and all development fees and costs.

(d) To pay all salaries, wages, bonuses and other compensation to employees and independent contractors who have provided services to or for the benefit of the Company, in such amounts as shall be determined by the Managing Member named and designated in Article VIII of these Articles of Organization.

(e) To pay all management fees for management services provided by Autumn Care Management, Inc.

(f) To pay any and all outstanding debts, taxes, obligations and expenses of the Company.

(g) To pay all amounts due and owed for legal and accounting professional services provided to or for the benefit of the Company in such amounts as shall be approved by the Managing Member named and designated in Article VIII of these Articles of Organization.

(6) The Company shall disburse and distribute all remaining net profits, proceeds and revenues, after first paying all debts, taxes, expenses and other obligations of the Company, to the member named and designated in Article VII of these Articles of Organization.

(7) The Managing Member, named and designated in Article VIII of these Articles of Organization, shall have the right, power and authority to cause all net proceeds derived from a sale of the Facility to be directly used and applied to purchase one or more additional properties in conjunction with and as part of a tax deferred exchange of real properties under Section 1031 of the Internal Revenue Code.

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ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The principal place of business, initial registered office and initial mailing address of the limited liability company shall be 111 2nd Avenue NE, St. Petersburg, Florida 33701, located in Pinellas County, Florida, but the limited liability company shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE V. INITIAL REGISTERED AGENT

The initial registered agent of the limited liability company shall be the following named person at the following address:

NAME OF REGISTERED AGENT: DAVID A. BACON, Esquire
ADDRESS OF REGISTERED AGENT: 2959 FIRST AVENUE NORTH
ST. PETERSBURG, FLORIDA 33713

ARTICLE VI. CAPITAL CONTRIBUTION

The initial capital made by the Member named and designated in Article VII of these Articles of Organization shall be the sum of \$25,000.00. The Managing Member shall pay and contribute, from time to time, such additional cash contributions and capitalization as may be required by the Company for the purpose of engaging in and conducting the business described in Article III of these Articles of Organization.

ARTICLE VII. MEMBERSHIP

7.1 Initial Member: The initial member of the Company shall be HORIZON SENIOR LIFESTYLES, LTD., a Florida limited partnership.

7.2 Additional Members: Additional members may be admitted to the Company, subject to the following terms, provisions, and conditions:

7.2.1 The admission of any additional member to the Company shall be approved by HORIZON SENIOR LIFESTYLES, LTD., by and through its Managing General Partner.

7.2.2 Any additional member shall contribute cash, or the equivalent thereof, in such amounts as shall be determined by HORIZON SENIOR LIFESTYLES, LTD., by and through its Managing General Partner, from time to time.

7.3 Unauthorized Acts of Members: A Member is specifically prohibited from entering into any of the following contracts or transactions:

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CLERK OF DISTRICT COURT
JANUARY 18 1882
TALLAHASSEE FLORIDA

7.3.1 A Member is prohibited from engaging in any act in contravention of this Agreement.

7.3.2 A Member is prohibited from engaging in any act which makes it impossible to carry on the ordinary business of the Company.

7.3.3 A Member is prohibited from confessing a judgment against the Company, unless first approved by the Managing Member named and designated in Article VIII of these Articles of Organization.

7.3.4 A Member is prohibited from taking any action in the name of or on behalf of the Company without the authorization of the Managing Member named and designated in Article VIII of these Articles of Organization.

ARTICLE VIII. MANAGEMENT

The Company shall be deemed a member-managed company under the provisions of Florida Statutes Chapter 608. HORIZON SENIOR LIFESTYLES, LTD., a Florida limited partnership of which AUTUMN CARE MANAGEMENT, INC. is Managing General Partner is the Managing Member of the Company. The address of the Managing Member is stated below

HORIZON SENIOR LIFESTYLES, LTD.
111 2nd Avenue NE
St. Petersburg, FL 33701

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 25 day of September, 2001.

HORIZON SENIOR LIFESTYLES, LTD., by Autumn
Care, Inc. as General Partner

BY: JOSCO A. GRACE

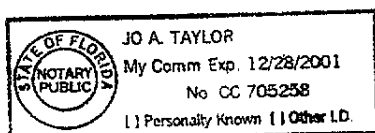
BY: JAMES SOPER, President

BY: Pat Jones

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared JAMES SOPER, as President of Autumn Care, Inc., as General Partner of Horizon Senior Lifestyles, Ltd., a Florida limited partnership, to me well known and known to be the person described herein and who executed the foregoing instrument, and he/she acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 25 day of September, 2001.
My Commission Expires: 12-28-01



JO A. Taylor
Notary Public

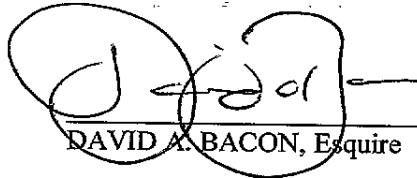
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of HORIZON SENIOR LIFESTYLES, II, LTD which is contained in the foregoing Articles of Organization.

Dated this 25 day of September, 2001.



DAVID A. BACON, Esquire

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