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June 19, 2003

**VIA FEDEX**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Formation of Homestead Village - Florida, LLC  
K & R File No. 1833.1005

To Whom it May Concern:

The enclosed Articles of Organization (two copies) and fees (our check #63281 in the amount of \$160.00) are submitted for filing. The check covers costs for the following: filing of the Articles of Organization (\$100.00); Designation of Registered Agent (\$25.00); Certified Copy of Articles of Organization (\$30.00); and Certificate of Status (\$5.00).


Please return all correspondence concerning this matter to the following:

Robert M. Ritchey, Esquire  
Kaufman & Rothfeder, P.C.  
Post Office Drawer 4540  
Montgomery, Alabama 36103-4540

For further information concerning this matter, please call Robert M. Ritchey or Amy Connally at telephone number (334) 244-1111.

Yours very truly,

KAUFMAN & ROTHFEDER, P.C.

  
Robert M. Ritchey

RMR/p  
Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
HOMESTEAD VILLAGE - FLORIDA, LLC**

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03 JUN 24 PM 4:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I**

**NAME**

The name of the limited liability company is **HOMESTEAD VILLAGE - FLORIDA, LLC** (the "Company").

**ARTICLE II**

**ADDRESS OF PRINCIPAL OFFICE**

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

**Principal Office Address:**

7830 Pine Forest Road  
Pensacola, Florida 32526

**Street Address:**

7830 Pine Forest Road  
Pensacola, Florida 32526

**ARTICLE III**

**REGISTERED AGENT, REGISTERED OFFICE  
& REGISTERED AGENT'S SIGNATURE**

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

Community Senior Life, Inc.,  
7830 Pine Forest Road,  
Pensacola, Florida 32526

Attached to these Articles of Organization is a Certificate of the Registered Agent evidencing acceptance of the appointment as registered agent, and agreement to act in this capacity and to comply with the provisions of all applicable statutes.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be managed by a Manager, and the name and business address of the initial Manager is:

**Title:**

MGR

**Name and Address**

Community Senior Life, Inc.  
25819 Canal Road  
Orange Beach, Alabama 36561

Managers need not be Members. The number of Managers may be increased or decreased from time to time by the Members as provided in the Operating Agreement. A Manager may be removed and replaced by the Members as provided in the Operating Agreement.

**ARTICLE V**

**PERIOD OF DURATION**

The term for which the Company is to exist shall commence on the date these Articles of Organization are filed in the Office of the Florida Department of State, and shall continue until the Company shall be dissolved (a) upon the written consent of all of the members, (b) as provided in the Operating Agreement, or (c) by an act or event specified by law, including the Act.

**ARTICLE VI**

**PURPOSE**

The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Act, exclusively for charitable, scientific and educational purposes, and the promotion of health, within the meaning of Section 501(c)(3)

of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto, including, any and all of the things hereafter set forth, namely:

(a) To receive and administer funds exclusively for charitable, scientific, and educational purposes, and for the promotion of health, all for the public welfare, and for no other purposes:

(b) To provide, promote and assist in health and humanitarian endeavors which enhance the physical, mental and social well-being, as well as the quality of life, of aged persons and the frail elderly, and supportive programs of education, research and housing;

(c) To acquire, own, operate, manage, and otherwise deal with housing and healthcare services for the aged and frail elderly, including continued care retirement communities, assisted living facilities, dementia and Alzheimer care facilities, extended and long-term care facilities, nursing homes and other related services;

(d) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real or personal property or any interest therein as may be deemed to be in the interest of the Company;

(e) To acquire, develop, construct, own, lease, operate, manage, mortgage, encumber, sell, exchange, or otherwise dispose of and/or deal with property, both real and personal; and

(f) To engage in any and all activities related to or incidental to the business of the Company.

## **ARTICLE VII**

### **ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

## **ARTICLE VIII**

### **CONTINUATION UPON WITHDRAWAL OF MEMBER**

The existence of the Company shall continue upon the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company

(collectively, "Cessation of Membership"), as long as there are at least one remaining Member and that Member carries on the business of the Company (any such remaining Member being hereby authorized to carry on the business of the Company) or within ninety (90) days after the Cessation of Membership of the last Member, all of the holders of the financial rights in the Company agree, in writing, to continue the legal existence and business of the Company, and to the appointment, effective as of the date of such event, of one or more additional Members.

#### **ARTICLE IX**

##### **MEMBER**

The name and address of the initial member of the Company is set forth on **Exhibit "A"** attached to these Articles of Organization.

#### **ARTICLE X**

##### **OPERATING AGREEMENT**

The Operating Agreement of the Company shall be executed by each member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles of Organization.

#### **ARTICLE XI**

##### **LIABILITIES OF MEMBER AND MANAGER**

Neither the Member nor the Manager of the Company shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

IN WITNESS WHEREOF, the following Member has executed these Articles of  
Organization on this 13 day of June, 2003.

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03 JUN 24 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature of a member or authorized  
representative of a member. *(In accordance  
with section 608.408(3), Florida Statutes, the  
execution of this affidavit constitutes an affirmation  
under the penalties of perjury that the facts stated  
herein are true.)*

**COMMUNITY SENIOR LIFE, INC.,  
MEMBER**

BY:

Royce W. Winkler

Its: V.P. - Finance

CERTIFICATE OF DESIGNATION OF FILED  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, CHAPTER 608, F.S., THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Homestead Village - Florida, LLC**
2. The name and address of the registered agent and office is:

Community Senior Life, Inc.,  
7830 Pine Forest Road,  
Pensacola, Florida, 32526.

*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..*

Registered Agent's Signature:

**COMMUNITY SENIOR LIFE, INC.**

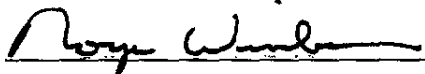
BY:   
Its: V.P. - Fineman



EXHIBIT "A"

FILED

Name and Address of Initial Member

03 JUN 24 PM 4: 25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Name**

Community Senior Life, Inc.

**Address**

25819 Canal Road  
Orange Beach, Alabama 36561