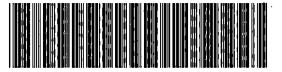
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SECRETARY OF STATE
TAILAHASSEE, FLORIDI

# DEPARTMENT OF STATE ACCOUNT FILING COVER SHEET

Account Number	FCA00000017	
Reference: (Sub Account)	5/26/06	TALLAN 26
Date:		SSA OF FI
Requestor Name:	Carlton Fields	SSEE. FLORI
Address:	Post Office Drawer 190 Tallahassee, Florida 32302	ORIDA ORIDA
Telephone:	(850) 224-1585	·
Contact Name:	Kim Pullen, CLA (ext. 5261)	
Corporation Name:	RSC Kenn	esaw, LLC
Entity Number:	1)	
Authorization:	fin the	lle
Aeticles Certified Copy		Certificate of Status
New Filings	Plain Stamped Copy	Annual Report
Fictitious Name	Amendments	Registration
(X)Call When Ready	(X) Call if Problem	( ) After 4:30
(X) Walk In	( ) Will Wait	(X) Pick Up

CF Internal Use Only
Client: 50982 Matter: 28376
Name: Diana Abril Office: MIA

#### ARTICLES OF ORGANIZATION OF RSC KENNESAW, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of RSC KENNESAW, LLC (the "Company"):

#### ARTICLE ONE

#### **NAME**

The name of the limited liability company is: RSC KENNESAW, LLC



#### **ARTICLE TWO**

#### **ADDRESS**

The street address and the mailing address of the Company is: 1660 N.E. Miami Gardens Drive, Suite One, North Miami Beach, Florida 33179.

#### ARTICLE THREE

#### INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

#### ARTICLE FOUR

#### **DURATION**

The period of this Company's duration shall be perpetual.

### ARTICLE FIVE PURPOSE

The Company's purpose is limited solely to owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property and the improvements thereon located at 5235 Stilesboro Road, Kennesaw, Cobb County, Georgia and the operation of the senior living facilities therein and thereon, and transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

## ARTICLE SIX MANAGEMENT

The Company will be a manager-managed company.

#### ARTICLE SEVEN

#### INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other night to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the night of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of the 26<sup>th</sup> day of May, 2006.

Roger S. Goldman, Authorized Representative

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for RSC Kennesaw, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Roger S. Goldman, on behalf of CRRA, LLC, a Florida limited liability company, hereby agree to accept service of process for RSC Kennesaw, LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

CFRA, LLC

Roger S. Goldman,

Authorized Representative