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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
SHELTERING PALMS FLORIDA - BAYOU CROSSING, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SHELTERING PALMS FLORIDA - BAYOU CROSSING, LLC
A Florida Limited Liability Company**

THESE AMENDED & RESTATED ARTICLES OF ORGANIZATION (the "Amended & Restated Articles") of SHELTERING PALMS FLORIDA - BAYOU CROSSING, LLC, a Florida limited liability company (the "Company"), are submitted in accordance with §605.0202 of the Florida Revised Limited Liability Company Act (the "Act") for purposes of amending and restating the Articles of Organization of the Company in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in Article SECOND below.

FIRST: The information required by §605.0202 of the Act is as follows:

- (i) The limited liability company's present name is "SHELTERING PALMS FLORIDA - BAYOU CROSSING, LLC".
- (ii) The date of filing of the Articles of Organization of the Company was March 8, 2011 under Document Number L11000028835.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with §605.0202 of the Act.

SECOND: The Amended & Restated Articles of the Company are as follows:

**ARTICLE I
NAME**

The name of this limited liability company is "*SHELTERING PALMS FLORIDA - BAYOU CROSSING, LLC*" (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the principal office of the Company is as follows:

1900 Avenue of the Stars, Suite 2300
Los Angeles, California 90067

The street address of the principal office of the Company is as follows:

1900 Avenue of the Stars, Suite 2300
Los Angeles, California 90067

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

The Company's existence commenced at the time and date on which the original Articles of Organization were filed with the Florida Department of State.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by one or more managers and is therefore a manager managed company. The name and mailing address of the manager of the Company is as follows:

Assisted Living Foundation of America, Inc.
1900 Avenue of the Stars, Suite 2300
Los Angeles, California 90067

**ARTICLE V
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

John P. Grygiel, Esquire
315 E. Robinson Street, Suite 600
Orlando, FL 32801

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**ARTICLE VI
APPLICABLE LAW**

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

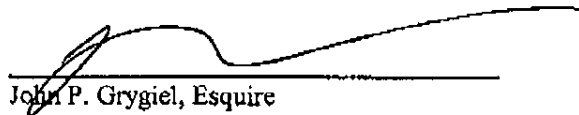


By: Elliot L. Shelton
As: President of Assisted Living Foundation of America, Inc.
the Company's Manager

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 605 of the Florida Statutes.



John P. Grygiel, Esquire

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