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Division of Corporations
No. 0082
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L13000141265

Florida Department of State
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
SENIOR CARE LIVING III, LLC**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SENIOR CARE LIVING III, LLC

Pursuant to Section 605.0202 of the Florida Revised Limited Liability Company Act (the "Act"), SENIOR CARE LIVING III, LLC, a Florida limited liability company (the "Company"), hereby delivers these Amended and Restated Articles of Organization, duly executed by the authorized representative of the sole member of the Company, to amend, restate and supersede the original Articles of Organization of the Company, which were filed with the Florida Department of State on October 7, 2013, and assigned document number L13000141265.

ARTICLE 1

Name

The name of this limited liability company is:

5130 KELLY ROAD, LLC

(hereafter, the "Company").

ARTICLE 2

Duration

The Company shall have perpetual existence.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 3504 Cragmont Drive, Suite 100, Tampa, Florida 33619.

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ARTICLE 4
Registered Office and Agent

The street address of the registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the registered agent of the Company at that address is David L. Koche.

ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company. The name and address of the initial manager of the Company are:

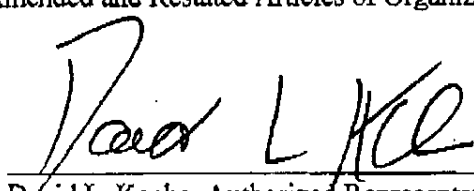
The Validus Group LLC
3504 Cragmont Drive, Ste. 100
Tampa, Florida 33619

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ARTICLE 6
Indemnification

The Company shall indemnify its members and managers to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member of the Company has executed these Amended and Restated Articles of Organization on the 10th day of December, 2015.



David L. Koche, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
5130 KELLY ROAD, LLC**

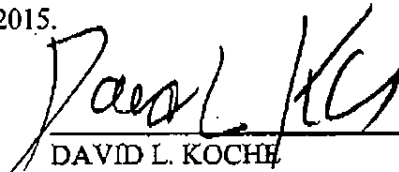
Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: 5130 KELLY ROAD, LLC.
2. The name and address of the registered agent and office are:

David L. Koche
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606

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 605, Florida Statutes.

Dated: December 10th, 2015.


DAVID L. KOCHÉ

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