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Division of Corporations

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FLORIDA LIMITED LIABILITY CO. Bayshore Naples Memory Care, LLC

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**ARTICLES OF ORGANIZATION
OF
BAYSHORE NAPLES MEMORY CARE, LLC**

The undersigned executes these Articles of Organization of Bayshore Naples Memory Care, LLC to form a limited liability company pursuant to the Florida Revised Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: Bayshore Naples Memory Care, LLC.

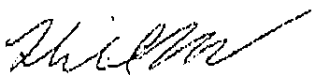
ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is c/o Bayshore Retirement Partners, LLC, 701 S. Howard Avenue, Suite 106-392, Tampa, FL 33606.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is c/o Bayshore Retirement Partners, LLC, 701 S. Howard Avenue, Suite 106-392, Tampa, FL 33606, and the name of the limited liability company's initial registered agent at that address is BI Naples, LLC.

Having been named 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.

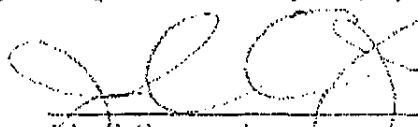


BI Naples, LLC
Name: Thilo D. Best
Title: Manager

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is a manager-managed limited liability company.

EXECUTED: April 30, 2014



John C. Connery, Jr.
Authorized Representative

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