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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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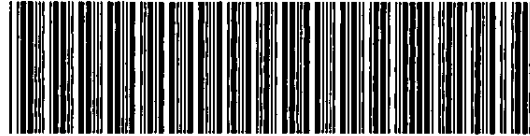
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 12 2014

T. BROWN

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

GARY R. LOFFREDO

Name of Person

SENIOR NANNIES HOLDINGS, LLC

Firm/Company

3313 W. COMMERCIAL BLVD, SUITE 130

Address

FORT LAUDERDALE, FL 33309

City/State and Zip Code

gloffredo@seniornannies.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GARY R. LOFFREDO

Name of Person

at (954) 733-5444

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
PO BOX 4961 (32802-4961)
TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
www.broadandcassel.com

RYAN M. ANGEL, ESQ.
DIRECT LINE: 407-481-5274
EMAIL: rangel@broadandcassel.com

December 1, 2014

Office of the Secretary of State
State of Florida – Filing Section

Re: Senior Advantages Assisted Living Placement Services, Inc.
Document Number P09000042767

Dear Sir or Madam:

The undersigned, as a director of Senior Advantages Assisted Living Placement Services, Inc., a Florida corporation, hereby authorizes the use of the name "Senior Advantages Assisted Living Placement Services" by Senior Advantages Assisted Living Placement Services, LLC, a to-be-formed Florida limited liability company. Any potential name conflicts are hereby waived.

If you have any questions, please let me know. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Claudia Wechter', written over a horizontal line.

Claudia Wechter

**ARTICLES OF ORGANIZATION
OF**

SENIOR ADVANTAGES ASSISTED LIVING PLACEMENT SERVICES, LLC

The undersigned, acting as the authorized representative of Senior Advantages Assisted Living Placement Services, LLC, under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts, the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is Senior Advantages Assisted Living Placement Services, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 3313 West Commercial Blvd., Suite 130, Fort Lauderdale, FL 33309.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by one or more Managers. The Managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

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TALLAHASSEE, FLORIDA

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Claudia Wechter, and the street address of the Company's initial registered office is 3313 West Commercial Blvd., Suite 130, Fort Lauderdale, FL 33309.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

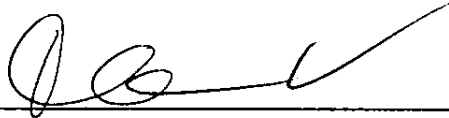
ARTICLE IX - Indemnification:

Each individual or entity who is or was a Member or Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Member or Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Member, Manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization as of 11:55 PM EST on this 1st day of December, 2014.

A handwritten signature in black ink, appearing to read 'C. Wechter', is written over a horizontal line.

Claudia Wechter, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, 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 Senior Advantages Assisted Living Placement Services, LLC.

2. The name and address of the registered agent and office is:

Claudia Wechter
3313 West Commercial Blvd.
Suite 130
Fort Lauderdale, FL 33309

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.



Claudia Wechter

Dated this 1st day of December, 2014.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA