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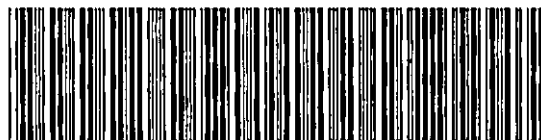
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18 JAN 17 AM 10:04
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FREDERICK R. MACLEAN
ANNE B. MACLEAN
CHRISTOPHER J. EMA
LAURA G. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.*

* ALSO ADMITTED IN ILLINOIS

MACLEAN & EMA P.A.

Attorneys and Counselors at Law

OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

January 12, 2018

*Via Federal Express, Tracking # 7712 0882 7599
Overnight Delivery to:*

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

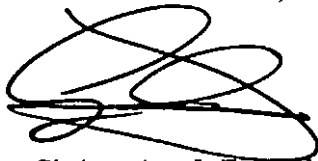
**Re: ARTICLES OF ORGANIZATION OF POMPANO GARDENS AT M&M
ASSISTED LIVING, LLC**

Dear Sir or Madam,

Enclosed for filing please find the original Articles of Organization of Pompano Gardens at M&M Assisted Living, LLC and a check in the amount of \$125.00, payable to the Florida Department of State, for the filing fees.

Should you have any questions in this regard, please do not hesitate to call my office.

Very Truly Yours,
MACLEAN & EMA, P.A.



Christopher J. Ema, Esq.

Encl. as noted.

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**ARTICLES OF ORGANIZATION
OF**

18 JAN 17 AM 10:04

POMPANO GARDENS AT M&M ASSISTED LIVING, LLC

The undersigned certifies that these Articles of Organization are submitted to the Florida Department of State for the purpose of organizing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME & PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be POMPANO GARDENS AT M&M ASSISTED LIVING, LLC, and its principal office shall be located at 2650 NW 42 Street, Boca Raton, FL 33434, but it shall have the power and authority to establish branch offices at any other place or places as the Manger may designate.

ARTICLE II. EFFECTIVE DATE & DURATION

The limited liability company shall come into existence on January 12, 2018, and shall have perpetual existence.

ARTICLE III. PURPOSES & POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To establish, operate, construct, lease, or maintain an adult home, an enriched housing program, a residence for adults, or an assisted living program as provided for under Chapter 429, Florida Statutes.
2. To establish, operate, construct, own, lease, or maintain an Assisted Living Facility as provided for under Chapter 429, Florida Statutes.
3. To engage in any activity or business authorized under the Florida Statutes that is necessary or desirable to own, maintain and operate an assisted living program or assisted living residence.

4. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

5. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

6. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

7. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

8. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the manager of this limited liability company. This Article may be amended from time-to-time in the regulations of the limited liability company by a unanimous vote of the each and every member of the limited liability company.

ARTICLE V. MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the person who shall serve until a successor is elected and qualified is as follow:

***STUART S. ROSENTHAL
2650 NW 42 STREET
BOCA RATON, FL 33434***

The persons who are designated or appointed shall carry out and further the decisions and actions for and on the behalf of the limited liability company and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including, but not limited to deeds, bills of sale, transfers, leases, promissory notes, mortgages and security agreements, and any other type or form of document by which property or property rights of the limited liability company are transferred or encumbered, or by which debts and obligations of the limited liability company are created, incurred, or evidenced, which are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

ARTICLE VI. MEMBERSHIP RESTRICTIONS

One or more new members may be admitted by unanimous consent of each and every member.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of each and every member and the manager.

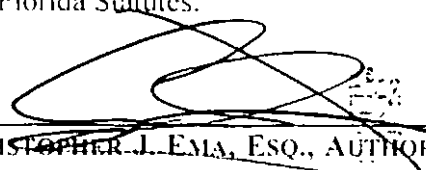
On the occurrence of any event that terminates the continued membership of a member in the limited liability company, the remaining member or members shall have the right to continue the business on unanimous consent of each and every remaining member.

ARTICLE VII. INITIAL REGISTERED OFFICE & REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2600 N.E. 14th Street Causeway, Pompano Beach, Florida 33062, and the name of the company's initial registered agent at that address is MACLEAN & EMA, P.A.

CERTIFICATION OF AUTHORIZED REPRESENTATIVE

The undersigned certifies that this instrument constitutes the proposed Articles of Organization of POMPANO GARDENS AT M&M ASSISTED LIVING, LLC. In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


CHRISTOPHER J. EMA, ESQ., AUTHORIZED
PERSON

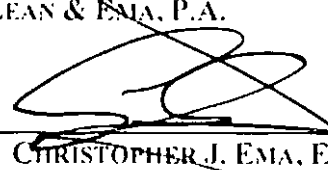
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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.

Registered Agent:

MACLEAN & EMA, P.A.

By:


CHRISTOPHER J. EMA, ESQ.