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Florida Department of State
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To: Division of Corporations
Fax Number : (950)617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000009023
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FLORIDA LIMITED LIABILITY CO.
American Eagle Leesburg AL LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

American Eagle Leesburg AL LLC

(Must contain the words "Limited Liability Company," "LLC," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

3819 Hawk Crest Road
Ann Arbor, Michigan 48103

3819 Hawk Crest Road
Ann Arbor, Michigan 48103

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

C T Corporation System:

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation

Florida

33324

City

State

Zip

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, F.S.

C T Corporation System: **James M. Halpin**

By:



Assistant Secretary

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member
"MGR" = Manager
MGR

Name and Address:

Benjamin Kellman
3819 Hawk Crest Road
Ann Arbor, Michigan 48103

MGR

Elan Ruggill
3819 Hawk Crest Road
Ann Arbor, Michigan 48103

MGR

Mark Miller
3819 Hawk Crest Road
Ann Arbor, Michigan 48103

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

See Exhibit A, attached hereto and incorporated herein.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Christopher M. Hammond

Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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EXHIBIT A

ATTACHMENT TO ARTICLES OF ORGANIZATION OF
AMERICAN EAGLE LEESBURG AL LLC

Purpose: Non-profit Status.

(a) American Eagle Leesburg AL LLC (the "Company") shall be organized and thereafter operated exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and to further the exempt purpose of its members. Such charitable purposes of the Company include acquiring, owning, maintaining, and operating nursing homes, hospitals, senior living facilities, and related facilities providing health care or other services to the elderly and infirm and performing such other acts necessary or incidental to the above stated purposes.

(b) In addition to any other provisions herein or elsewhere contained, the Company is created:

(i) To be the member of one or more limited liability companies that may be formed to further the purposes of the Company;

(ii) To enter into, perform, and carry out contracts of any kind necessary to, or in connection, or incidental to, the accomplishment of the purposes of the Company;

(iii) To acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the purposes of the Company; and

(iv) To borrow money, issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge or other lien in furtherance of any or all of the objects of its business in connection with the purposes of the Company.

(c) The Company shall serve only such purposes and functions and shall engage only in activities as are consistent with the purposes herein stated and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

(d) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to a private person (other than the members); but the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

(e) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Company shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(f) Notwithstanding any other provision of the members' Charters or the Company's Articles of Organization, the Company shall not carry on any other activities not permitted to be carried on:

(i) By an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By an organization, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

(g) Nothing herein contained shall be deemed to authorize or permit the Company to carry on activities, or to exercise any power, or to do any act which a nonprofit limited liability company formed under Title XXXVI, Chapter 605 of the Florida Statutes, as amended from time to time, may not at the time lawfully carry on.

(h) The Company's members shall be limited to organizations described in Section 501(c)(3) of the Internal Revenue Code or any limited liability company wholly-owned by such Section 501(c)(3) organization.

(i) No membership interest in the Company may be, directly or indirectly, transferred to a transferee other than a Section 501(c)(3) organization or its wholly-owned limited liability company. The Company's assets may only be transferred (whether directly or indirectly) to any nonmember (other than a Section 501(c)(3) organization or its wholly-owned limited liability company) in exchange for fair market value.

(j) The Company shall not merge with, or convert into, an entity that is not (i) exempt under Section 501(c)(3) of the Internal Revenue Code or (ii) a wholly-owned limited liability company of an organization exempt under Section 501(c)(3) of the Internal Revenue Code. The Company shall not distribute its assets, other than in exchange for fair market value, to a member who (i) has ceased to be a Section 501(c)(3) organization or (ii) is a limited liability company whose member has ceased to be a Section 501(c)(3) organization.

(k) In the event one or more members of the Company ceases at any time to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or a wholly-owned limited liability company of such Section 501(c)(3) organization, the Company shall take such action to cause the membership interest of the Company held by such member to be transferred to another organization described in Section 501(c)(3) of the Internal Revenue Code or its wholly-owned limited liability company. The Company's tax-exempt members will expeditiously and vigorously enforce all of their rights in the Company and pursue all legal and equitable remedies to protect their interests in the Company.