

L95000000068

OFFICE USE ONLY (Document #)

MIKE EDENFIELD

(Requestor's Name)

2617 KNOW ST E

(Address)

PALM HARBOR, FL 34682

(City, State, Zip)

(Phone #)

813-786-8824

200001392002

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FAIRHAVEN ASSISTED LIVING L.C.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AR/24/95

95 JAN 26 PM 4:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
FAIRHAVEN ASSISTED LIVING, LC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 24 PM 4:11

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Fairhaven Assisted Living, L.C. and its principal office shall be located at 5333 Commercial Way, Suite 104, in the city of Spring Hill, County of Hernando, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for the 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 engage in any activity or business authorized under the Florida Statutes.
2. 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.

3 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.

4. 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.

5. 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.

6. 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 III 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 members 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 members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until his successor is elected and qualified is as follows:

James McElroy
5333 Commercial Way, Suite 104
Spring Hill, FL 34606

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1000 cash shall be paid to the limited liability company by members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after their payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an distributive share of the profits in the following percentages:

James McElroy	66 2/3%
Malcom McElroy	33 1/3%

The distributive share of the profits shall be determined and paid to the members quarterly, beginning quarterly after the commencement of the business of the limited

liability company, the month and day of the commoncoment date being January 1.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following percentagos:

James McElroy	66 2/3%
Malcom McElroy	33 1/3%

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in an manner provided by law, or as provided in the regulations adopted by the members.

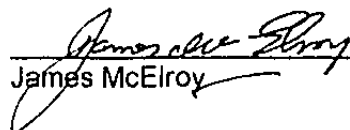
ARTICLE IX

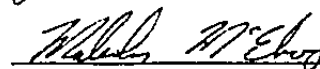
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5333 Commercial Way, Suite 104, City of Spring Hill, County of Hernando, State of Florida, and the name of the company's initial registered agent at that address is William J. Bylsma.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Fairhaven Assisted Living, L.C.

Executed by the undersigned at 5333 Commercial Way, Suite 104, Spring Hill, Florida 34606, on January 12, 1995.


James McElroy


Malcom McElroy

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF HERNANDO

FILED
STATE
SECRETARY OF CORPORATIONS
95 JAN 24 PM 4:11

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Fairhaven Assisted Living, L.C.

The name of the registered agent for Fairhaven Assisted Living, L.C., is William J. Bylsma and the street address of the company's principal office where the agent is located is 5333 Commercial Way, Suite 104, Spring Hill, Florida 34606.

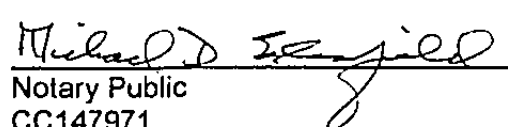
This statement is to acknowledge that, as indicated above, Fairhaven Assisted Living, L.C. has appointed me, William J. Bylsma, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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 to registered agent.

Dated January 12, 1995.



Registered Agent

The foregoing instrument was acknowledged before me this 12th day of January, 1995, by William J. Bylsma, agent on behalf of Fairhaven Assisted Living, L.C., a limited liability company. He is personally known to me.



Notary Public
CC147971

My commission expires 9-26-95

NOTARY PUBLIC, STATE OF FLORIDA AT L.
MY COMMISSION EXPIRES OCTOBER 23, 1995
BONDED THRU HUCKLEBERRY & ASSOCIATES

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

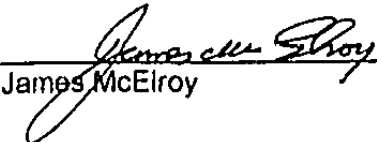
STATE OF FLORIDA
COUNTY OF HERNANDO

FILED STATE
SECRETARY OF CORPORATIONS
95 JAN 24 PM 4:11

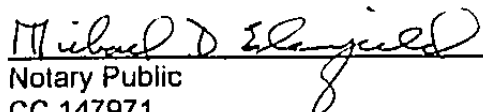
In compliance with Florida Statutes 608.407(2), the undersigned member or authorized representative of a member of Fairhaven Assisted Living, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property, other than cash contributed by the members is \$ 0 .

4. The total amount of cash or property anticipated to be contributed by the members is \$ 1,000.00. This total includes the amounts from 2 and 3 above.


James McElroy

The foregoing instrument was acknowledged before me this January 12, 1995, by James McElroy a member of Fairhaven Assisted Living, L.C., a limited liability company. He has produced his passport as identification.


Notary Public
CC 147971
my commission expires: 9-26-95
NOTARY PUBLIC, STATE OF FLORIDA AT L.A.
MY COMMISSION EXPIRES OCTOBER 23, 1995
BONNIE THRU HUCKLEBERRY & ASSOCIATES

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

L9500000068



ACCOUNT NO. : 072100000032

REFERENCE : 019265 1579E

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 15, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 019265

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
Foley & Lardner
P. O. Box 3391

Tampa, FL 33601-3391

CHANGE OF AGENT

NAME: FAIRHAVEN ASSISTED LIVING, LC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: Gail Williams

0000010000000000
1000001000000000

FILED
96 JUL 15 PM 12:44
RECEIVED
96 JUL 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA DEPARTMENT OF CORPORATION

PHS
KPG/17

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0071
904-222-0193 FAX

000-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 019265 1579E

AUTHORIZATION :

COST LIMIT : \$ *Patricia Payne*

ORDER DATE : July 15, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 019265

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
Foley & Lardner
P. O. Box 3391

Tampa, FL 33601-3391

CHANGE OF AGENT

NAME: FAIRHAVEN ASSISTED LIVING, LC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: KAREN ROZAR

FILED
96 JUL 15 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

96 JUL 17 AM 11:47
DIVISION OF CORPORATION

July 15, 1996

CSC NETWORKS
GAIL WILLIAMS
TALLAHASSEE, FL

SUBJECT: FAIRHAVEN ASSISTED LIVING, LC
Ref. Number: L95000000068

RESUBMIT

Please give original
submission date as file date.

We have received your document for FAIRHAVEN ASSISTED LIVING, LC and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

PLEASE USE THE ENCLOSED FORM FOR THE REGISTERED AGENT RESIGNATION OF A LIMITED LIABILITY. THE FILING FEE IS \$87.50. THERE IS A BALANCE DUE OF 52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00034234

2
Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 608.416(2) or 608.509,

Florida Statutes, the undersigned, WILLIAM J. BYLSMA
(name of registered agent)

hereby resigns as Registered Agent for FAIRHAVEN ASSISTED LIVING, LC
(name of corporation)

A copy of this resignation was mailed to the above listed Limited Liability Company at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



SIGNATURE

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Cassandra R. Korthagen Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company Parthaven Assisted Living, L. C. 8189 Cessna Drive Spring Hill, FL 34606		DOCUMENT # 1111111111	
2. Principal Place of Business 8189 Cessna Drive Suite Apt # etc City & State Spring Hill FL Zip 34606 USA		3a. Principal Place of Business Address 8189 Cessna Drive Spring Hill, FL 34606 3. Date Organized or Qualified 1-24-95 3b. State of Formation Florida 4. FEI Number 59-3291314 5. Date of Last Report 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent William J. Bylsma 5333 Commercial Drive Spring Hill, FL 34608		8. Name and Address of New Registered Agent Name Michael D. Edenfield Street Address (P.O. Box Number is Not Acceptable) 2617 Knoll Street East Suite Apt #, etc City Palm Harbor FL Zip Code 34683	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE 8-6-95	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	James McElroy	8189 Cessna Drive	Spring Hill, FL 34606
MEM	Malcom McElroy	8189 Cessna Drive	Spring Hill, FL 34606
MEM	Ivan McElroy	8189 Cessna Drive	Spring Hill, FL 34606
MGR	Michael D. Edenfield	8189 Cessna Drive	Spring Hill, FL 34606
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: <u>Michael D. Edenfield</u>		8-6-96 352-688-0979	