

L97000000135

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -4 PM 2:21

February 4, 1997

Ms. Annette Hogan
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32302

100002080671--6
-02/06/97--01119--001
***223.75 ***223.75

Re: Quincy Cottages Development, L.C.
Senior Cottages of Quincy, Ltd.

100002080671--6
-02/06/97--81119--002
***122.50 ***122.50

Dear A.J.:

Enclosed are the following documents for filing with your office:

1. Articles of Organization of Quincy Cottages Development, L.C. which includes a Certificate Designating Registered Agent (along with two checks totaling \$346.25 - to cover the filing fee, designation of registered agent, certified copy fee and certificate of status fee).
2. Certificate of Limited Partnership of Senior Cottages of Quincy, Ltd. and Acceptance of Registered Agent (along with two checks totaling \$148.75 - to cover the filing fee, designation of registered agent, certified copy fee and certificate of status fee).
3. Affidavit of Capital Contributions.

As I mentioned to you on the phone we would like to have this information filed as soon as possible. We need the certificates of status for submission on a matter we must file with a federal office by 4:00 today. Any assistance you can render would be GREATLY appreciated!!!

FILING \$250.00
R. AGENT 35.00
C. COPY 61.25
TOTAL \$346.25
/ss
Enclosures
N.BANK
BALANCE DUE
REFUND

Sincerely,

Stacy
Stacy Small CLA, CFLA
Sec. to Bob Pierce

308, 1115, 671
W/97-2753



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

AUSLEY & MCMULLEN, ATTYS.
POST OFFICE BOX 391
TALLAHASSEE, FL 32302

SUBJECT: QUINCY COTTAGES DEVELOPMENT, L.C.
Ref. Number: W97000002753

We have received your document for QUINCY COTTAGES DEVELOPMENT, L.C. and check(s) totaling \$346.25. However, your check(s) and document are being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 297A00005796

Bob Pierce GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 6
DATE 2/4/97
DOC. EXAM. BR

ARTICLES OF ORGANIZATION
OF

97 FEB -4 PM 2:21

QUINCY COTTAGES DEVELOPMENT, L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following.

1. Name. The name of the Limited Liability Company is QUINCY COTTAGES DEVELOPMENT, L.C.

2. Period of Duration. The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act and the Limited Liability Company Agreement for QUINCY COTTAGES DEVELOPMENT, L.C.

3. Purpose. The purpose for which the Limited Liability Company is organized is to acquire, own, finance, develop, improve, lease, operate, manage, sell and otherwise invest in, and deal with, improved and unimproved real estate, and interests related thereto, and to engage in any other activities related or incidental thereto.

4. Address of Place of Business. The address of the place of business in Florida for the Limited Liability Company is: 227 South Calhoun Street, Tallahassee, Florida.

5. Registered Agent. The name and address of the initial registered agent in Florida for the Limited Liability Company is: H. Palmer Proctor, 227 South Calhoun Street, Tallahassee, Florida 32301.

6. Capital Contributions. The total amount of cash contributed to the Limited Liability Company is \$100.00.

7. Additional Contributions. The total additional contributions, if any, agreed to be made by all members and the times at which, or the events upon the happening of which, they shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. Additional Members. Additional members may be admitted to the LC as unanimously agreed by the Members.

9. Continuity of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, the business of the Limited Liability Company shall not be continued unless the remaining Members unanimously agree to continue the LC.

10. Management. The Limited Liability Company shall be managed by the Members, and all decisions shall be by unanimous

consent of the Members. The names and addresses of the members are as follows:

SENIOR COTTAGES MANAGEMENT, LLC
1660 South Highway, Suite 122
St. Louis Park, Minnesota 55416

SENIOR COTTAGES OF AMERICA, LLC
1660 South Highway, Suite 122
St. Louis Park, Minnesota 55416

[SIGNATURES ON PAGE 4]

Executed at Minneapolis, MN, on the 1st day of
February, 1997.

SENIOR COTTAGES MANAGEMENT, LLC

SENIOR COTTAGES OF AMERICA, LLC

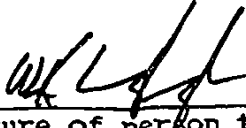
[Signature]
By: VP
Its: VP

[Signature]
By: VP
Its: VP

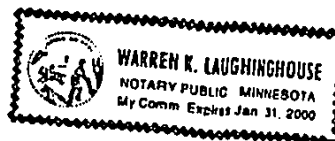
STATE OF MINNESOTA
COUNTY OF HENNEPIN

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ROGER PETERSON as MANAGER / VP of SENIOR COTTAGES MANAGEMENT, LLC, who is personally known to me or who produced [type of identification] and who executed the foregoing instrument on behalf of SENIOR COTTAGES MANAGEMENT, LLC and acknowledged before me that he/she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 1 day of February, 1997.


Signature of person taking
acknowledgement

Notary Stamp/seal:



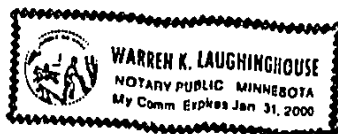
STATE OF MINNESOTA
COUNTY OF HENNEPIN

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ROGER PETERSON as VP of SENIOR COTTAGES OF AMERICA, LLC, who is personally known to me or who produced [type of identification] and who executed the foregoing instrument on behalf of SENIOR COTTAGES OF AMERICA, LLC and acknowledged before me that he/she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 1 day of February, 1997.


Signature of person taking
acknowledgement

Notary Stamp/seal:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 608.415 and 608.507, the following is submitted:

QUINCY COTTAGES DEVELOPMENT, L.C. desiring to organize as a Limited Liability Company under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32302, as its initial Registered Office and has named H. Palmer Proctor located at said address, as its initial Registered Agent.

SENIOR COTTAGES MANAGEMENT, LLC

SENIOR COTTAGES OF AMERICA, LLC

By: [Signature]
Its: VP/Manager/VP

By: [Signature]
Its: VP

Having been named Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

[Signature: H. Palmer Proctor]
H. Palmer Proctor
Registered Agent

Date: February 4, 1997

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