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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Elk Senior Developers ; LLC

ARTICLE II - Address:

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

Rural Route Box 123

Victoria, Minnesota 55386

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual

ARTICLE IV - Management: (check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Mark D. Eklo
c/o Senior Housing
R.R. Box 123
Victoria, Minnesota 55386

Robert B. Koens
c/o J. Penner Corporation
17 Welden Drive
Doylestown, Pennsylvania 18901

John J. Labosky c/o Capital City Partnership 2490 Minnesota World Trade Center 4/23/98) 30 East Seventh Street Saint Paul, Minnesota 55101

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Th	e undersigned member or authorized representative of a member ofElk_Se	nior Develoneرد , LL
•	deposes and says:	98 AUG
1)	the above named limited liability company has at least two members	G 24 PH 3
2)	the total amount of cash contributed by the member(s) is	\$ 10,500 00
3)	if any, the agreed value of property other than cash contributed by member(s) is A description of the property is attached and made a part hereto.	S None
4)	the amount of cash or property anticipated to be contributed by member(s) is	\$ None
5)	the total amounts of 2, 3 and 4 is	<u>\$ 10,500.00</u>

Signature of a member or authorized representative of a member.

Nancy L. Whaylen, As Authorized Representative for In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

STATU	JANI 10 THE PROVISIONS OF SECTION 608.413 OR 608.307, FLO UTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS DWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGIST	THE
		98 AUG 24 PM 3: 48
1.	The name of the limited liability company is:	P 2
	Elk Senior Developeas, LLC	
2.	The name and address of the registered agent and office is: C T CORPORATION SYSTEM	
	(Name)	
	c/o C T CORPORATION, 1200 South Pine Island Road, (P.O. Box not acceptable)	
	Plantation, Florida 33324 (City/State/Zip)	. <u>_</u>

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.

C T CORPORATION SYSTEM

FILINGFEE: \$35 for Designation of Registered Agent