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ACCOUNT NO. : 072100000032

REFERENCE : 107019 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

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99 JAN 21 PM 2:13

ORDER DATE : January 21, 1999

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CUSTOMER NO: 11381A

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\*\*\*\*285.00 \*\*\*\*285.00

CUSTOMER: Alys Nagler Daniels, Esq  
GARY DYTRYCH & RYAN  
GARY DYTRYCH & RYAN  
Suite 402  
701 U.s. Highway 1  
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: WESTPORT NURSING BRADENTON,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

L99-340

Name	02-1-21
Availability	
Document	
Examiner	
Updater	
Booker	
Verifier	
Acknowledgement	
W. P. Veriver	

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## ARTICLES OF ORGANIZATION

FOR

WESTPORT NURSING BRADENTON, L.L.C.,  
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be WESTPORT NURSING BRADENTON, L.L.C.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. The mailing address and the street address of the company is 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Lawrence L. Landry, 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, FL 33410.

5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.

6. Right to Continue Business. Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Management of Company. The management of the Company is reserved to a manager. The name and address of the Manager, who shall serve until the first annual meeting of members or until his successor is elected and qualified, is:

Names

Addresses

Westport Realty Advisors, Ltd.,  
a Florida Limited Partnership

3801 PGA Boulevard, Suite 805  
Palm Beach Gardens, FL 33410

8. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the member(s). Regulations adopted by the members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting

if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 20th day of January, 1999.

Lawrence L. Landry  
Lawrence L. Landry, as President of and  
authorized representative of Westport Holdings  
Bradenton, L.L.C., a Florida limited liability  
company

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of January, 1999, by Lawrence L. Landry, as President and authorized representative of Westport Holdings Bradenton, L.L.C., a Florida limited liability company, who is personally known to me or who has produced as identification.

Virginia L. Deighan  
NOTARY PUBLIC  
SERIAL NO.:  
VIRGINIA L. DEIGHAN  
Notary Public - State of Florida  
My Commission Expires Apr 8, 2002  
Commission # CC722102

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

Lawrence L. Landry  
Lawrence L. Landry

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of January, 1999, by Lawrence L. Landry, who is personally known to me or who has produced as identification.

Virginia L. Deighan  
NOTARY PUBLIC  
SERIAL NO.:  
VIRGINIA L. DEIGHAN  
Notary Public - State of Florida  
My Commission Expires Apr 8, 2002  
Commission # CC722102

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PAGE 7/07

**AFFIDAVIT**

**STATE OF FLORIDA**  
**COUNTY OF Palm Beach**

Before the undersigned authority personally appeared Lawrence L. Landry, who on oath says:

1. That he is the President of Westport Holdings Bradenton, L.L.C., a Florida limited liability company, which is the sole member of WESTPORT NURSING BRADENTON, L.L.C., a Florida limited liability company.
2. That WESTPORT NURSING BRADENTON, L.L.C., a Florida limited liability company has at least one member.
3. The amount of cash and description and agreed value of the property other than cash contributed by the sole member is as follows:

Westport Holdings Bradenton, L.L.C.,  
a Florida limited liability company ..... \$1,000,000.00 (Cash only)

The agreed value of property other than cash contributed by the member(s), if any, is ..... \$0.00

4. The additional amounts anticipated to be contributed by the member is \$40,000,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Lawrence L. Landry  
Lawrence L. Landry

Sworn to and subscribed before me this 20<sup>th</sup> day of January, 1999 by Lawrence L. Landry who is personally known to me or who has produced [type of identification] as identification.

Virginia L. Deighan  
Signature of Notary

VIRGINIA L. Deighan  
Print, type or Stamp

Commissioned Name of Notary Public

VIRGINIA L. DEIGHAN  
Notary Public - State of Florida  
My Commission Expires Apr 8, 2002  
Commission # CC722102