

L99000002349

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-04/26/99-01107-011
****570.00 ****285.00

CORPORATION(S) NAME

Kipling Manor, L.L.C.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger	99
<input type="checkbox"/> Nonprofit			ARR 26
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark	PM 3:40
	<input type="checkbox"/> Reinstatement		RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other	AM
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of Name	
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS	

<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

Name	<input type="checkbox"/> Mail Out
Document	Name
Examiner	Availability
Updater	Document
Updater	Examiner
Verifier	Verifier
Acknowledgement	Acknowledgement
W. P. Verifier	W. P. Verifier
W. P. Verifier	W. P. Verifier

04/26/99
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 26 PM 2:45

RECEIVED

L99000002349

FILED

ARTICLES OF ORGANIZATION
OF
KIPLING MANOR, L.L.C.

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

ARTICLE I NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," Kipling Manor, L.L.C.

ARTICLE II ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 7901 Kipling Street, Pensacola, 32504 but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the 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 terminated 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.

ARTICLE IV PURPOSE

The general purpose for which the Company is organized is to acquire and own assisted living and healthcare facilities.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and

insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by one or more of the members as appointed by a unanimous vote of all members of the Company. This election shall take place at a special meeting or an annual meeting of the Company or as requested by the members. The name and address of the initial managing member is as follows:

Belie Williams 124 Firethorn Road, Gulf Breeze, FL 32561

ARTICLE VI RESTRICTIONS ON MEMBERSHIP

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

ARTICLE VII 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 the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII REGULATIONS

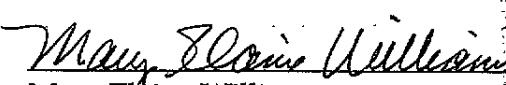
The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

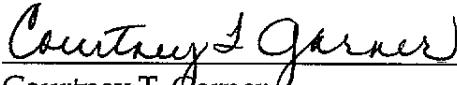
ARTICLE IX
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

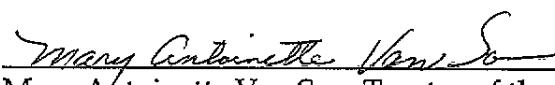
The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

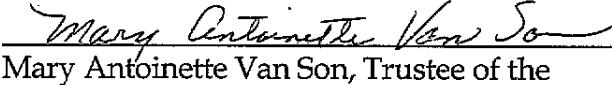

Belie Williams

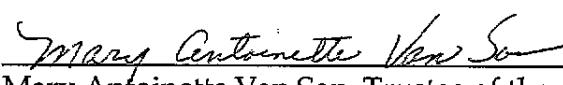

Mary Elaine Williams


Courtney T. Garner

APR 26 PM 3:40
1969
SECRETARIAL STATE
FLORIDA
FILED


Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Adrienne E. Taylor Trust Agreement


Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Ann Marie Taylor Trust Agreement


Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Scott T. Williams Trust Agreement

Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Amanda Lynn Taylor Trust Agreement

FILED

99 APR 26 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
KIPLING MANOR, L.L.C.**

The undersigned members or authorized representative of members of Kipling Manor, L.L.C., deposes and says:

1. The above named limited liability company has seven (7) members.
2. The total amount of cash contributed by the members is \$ 500.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 500.00.
4. The total amount of cash or property anticipated to be contributed by members is \$ 500.00. This total includes amounts from Paragraphs 2 and 3 above.

99 APR 26 PM 3:40
SECTION 111 STATE
TALLAHASSEE FLORIDA
FILED

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.



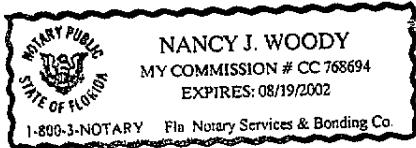
Belie Williams

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Belie Williams, who is personally known to me or produced a _____ as identification on this _____ day of April, 1999.



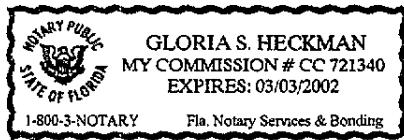
NOTARY PUBLIC
PRINTED: *Nancy J. Woody*
NOTARY STAMP:



Mary Elaine Williams
Mary Elaine Williams

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mary Elaine Williams, who () is personally known to me or (✓) produced a Washington Drivers License as identification on this 23rd day of April, 1999.



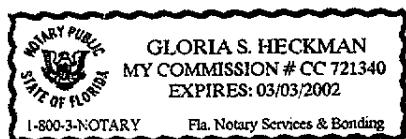
Gloria S. Heckman
NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

99 APR 2 PM 3:40
SECRET TALLAHASSEE, FLORIDA
FILED
STATE OF FLORIDA

Courtney T. Garner
Courtney T. Garner

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Courtney T. Garner, who () is personally known to me or (✓) produced a Florida Drivers License as identification on this 23rd day of April, 1999.

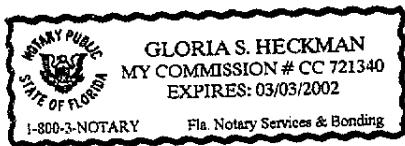


Gloria S. Heckman
NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Adrienne E. Taylor Trust Agreement

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mary Antoinette Van Son, Trustee of the
Adrienne E. Taylor Trust Agreement, who () is personally known to me or () produced
a Washington Drivers License as identification on this 23rd day of ⁹
April, 1999.



NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

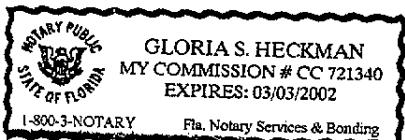
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40

Gloria S. Heckman

Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Ann Marie Taylor Trust Agreement

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mary Antoinette Van Son, Trustee of the
Ann Marie Taylor Trust Agreement, who () is personally known to me or () produced a
Washington Drivers License as identification on this 23rd day of
April, 1999.



NOTARY PUBLIC
PRINTED:
NOTARY STAMP:

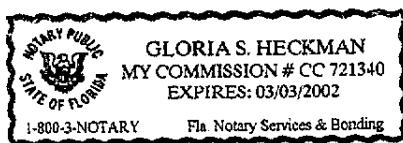
Gloria S. Heckman

Mary Antoinette Van Son

Mary Antoinette Van Son, Trustee of the
Scott T. Williams Trust Agreement

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mary Antoinette Van Son, Trustee of the
Scott T. Williams Trust Agreement, who () is personally known to me or (✓) produced a
Washington Drivers License as identification on this 23rd day of APRIL,
April, 1999.



NOTARY PUBLIC

PRINTED:

NOTARY STAMP:

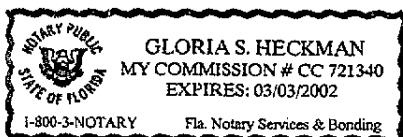
Gloria S. Heckman

69
SEC
TALLAHASSEE
APR 22 1999
FED
FLORIDA
STATE
3:40

Mary Antoinette Van Son
Mary Antoinette Van Son, Trustee of the
Amanda Lynn Taylor Trust Agreement

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Mary Antoinette Van Son, Trustee of the
Amanda Lynn Taylor Trust Agreement, who () is personally known to me or (✓)
produced a Washington Drivers License as identification on this
23rd day of April, 1999.



NOTARY PUBLIC

PRINTED:

NOTARY STAMP:

Gloria S. Heckman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is Kipling Manor, L.L.C.
2. The name and address of the registered agent and registered office is:

Belie Williams 7901 Kipling Street, Pensacola, FL 32504

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.

Dated 4/23/ 1999.



Registered Agent

99 APR 26 PM 3:44
SECRETARIAL STAMP
TALLAHASSEE, FL

FILED