

Holland + Knight LLP

Requestor's Name

315 So. Calhoun - S600

Address

TALLA. FL. 224-7000

City/State/Zip

Phone #

Office Use Only

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

1. ARC of Florida, LLC  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time 10:00 AM

☒ 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

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 AUG 30 PM 3:17

RECEIVED

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-08/31/99--01001--001

\*\*\*\*337.50 \*\*\*\*337.50

99 AUG 31 AM 9:50

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 31, 1999

HOLLAND & KNIGHT LLP

SUBJECT: ARC OF FLORIDA, LLC  
Ref. Number: W99000020148

We have received your document for ARC OF FLORIDA, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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 (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 999A00043351

*Corrected  
8/31/99*

RECEIVED  
99 AUG 31 PM 3:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

99 AUG 31 AM 9:50

COUNTRYSIDE ALF, LLC  
ARTICLES OF ORGANIZATION

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is COUNTRYSIDE ALF, LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:

1401 Manatee Avenue, West  
Suite 800  
Bradenton, FL 34205

ARTICLE III. DURATION AND CONTINUATION

The Company's existence will commence on August 30, 1999, and the Company will exist perpetually, unless terminated in accordance with the Company's Regulations.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional members may be admitted only upon approval of existing members that own, in the aggregate, more than 50% of the total membership interests in the Company.

FILED  
MAY 1 AM 9:59  
CLERK OF THE COURT  
HALL OF RECORDS  
TALLAHASSEE, FLORIDA

## ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business 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 Company will be as provided in the Regulations of the Company.

## ARTICLE VIII. MANAGEMENT

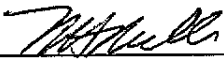
The Company's affairs will be conducted, carried on, and managed by one Manager, who will retain such position until removed and replaced by the Members of the Company as provided in the Regulations of the Company. The Manager will have the obligations and responsibilities described in the Regulations of the Company. The name of the initial Manager is AMERICAN RETIREMENT CORPORATION, and its address is 111 Westwood Place, Suite 402, Brentwood, Tennessee 37027. The Manager will serve in that capacity until removed by the Members or until its successor is duly elected and qualified.

## ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company will be vested in the members of the Company.

Dated this 30th day of August, 1999.

AMERICAN RETIREMENT  
CORPORATION, as Manager

By:   
Morris H. Miller, as its  
Authorized Representative

FILED

93 AUG 31 AM 9:50

IN AMERICAN RETIREMENT

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is **COUNTRYSIDE ALF, LLC**
2. The name and address of the registered agent and office are:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

A M E R I C A N   R E T I R E M E N T  
CORPORATION, as its Manager

By: \_\_\_\_\_

*M. Miller*

Morris H. Miller, as its  
Authorized Representative

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I accept the appointment as registered agent and agree to act in that 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.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: \_\_\_\_\_

*M. Miller*

Morris H. Miller,  
As its Vice President  
Registered Agent  
Dated: August 30, 1999

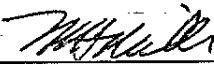
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TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, AMERICAN RETIREMENT CORPORATION, as the authorized manager of COUNTRYSIDE ALF, LLC, deposes and says:

1. It is the manager of COUNTRYSIDE ALF, LLC, a Florida limited liability company (the "Company");
2. The Company has at least one member;
3. The total amount of cash contributed by the members is \$500.00.
4. The agreed value of property other than cash contributed by members is zero (\$0.00).
5. The total amount of cash and property anticipated to be contributed to the Company by the member is \$500.00. This total includes amounts from 3 and 4 above.

AMERICAN RETIREMENT CORPORATION

By:   
Morris H. Miller, as its  
Authorized Representative

TAL-156312.1

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09 AUG 31 AM 9:50  
TALLAHASSEE, FLORIDA