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March 27, 2000

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Dear Sir or Madam:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Original Certificate of Existence issued by the State of Oregon.
3. Certificate of Designation of Registered Agent/Registered Office.

APPROVED
AND
FILED

Name	4.	A
Availability		(a)
Document Examiner		DCC (b)
Updater		DCC (c)
Updater	5.	U
Verifier		DCC
Acknowledgement		Upon reg DCC
		envelope we have
W P. Verifier		DCC

5. UPS Next Day Air envelope and completed airbill.

Upon registration, please return a letter of acknowledgement to us in the overnight mail envelope we have provided.

INDEPENDENT MEMBER OF COMMERCIAL LAW AFFILIATES

Florida Department of State
March 27, 2000
Page 2

Should you have any questions, please contact the undersigned at (503) 224-6440.

Very truly yours,



Ernest G. Bootsma

EGB: ksh

Enclosures

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APPROVED
AND
FILED

00 APR -6 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2000

ERNEST G. BOOTSMA
DUNN CARNEY ALLEN HIGGINS & TONGUE, LLP
851 S.W. SIXTH AVENUE, SUITE 1500
PORTLAND, OR 97204-1357

SUBJECT: THE ARBORS AT ORMOND BEACH, LLC
Ref. Number: W00000008845

We have received your document for THE ARBORS AT ORMOND BEACH, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.00.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 300A00018180

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -6 PM 2:41

APPROVED
AND
FILED



THE ARBORS

DEVELOPMENT GROUP, L.L.C.

April 6, 2000

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: The Arbors at Ormond Beach, LLC

Dear Sir or Madam:

On April 3rd of this year I was notified by the State of Florida that the APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA was rejected by the Florida Division of Corporations because of an error made by the applicant as to the date the corporation first transacted business in Florida.

The Arbors at Ormond Beach, LLC is an entity that will develop and own an Alzheimer's care facility in Ormond Beach, Florida. It is expected that construction on the facility will begin in approximately two weeks. The facility is scheduled to open for business upon qualification, in late November of this year. At the time the application was completed I simply erred on the year, Unfortunately, I still can't get in the habit of writing 2000.

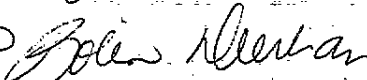
Any further delays in the acceptance of the application will only delay an important real estate loan transaction that is critical to the success of the Arbors at Ormond Beach, LLC. Your help with this matter is greatly appreciated.

Sincerely,

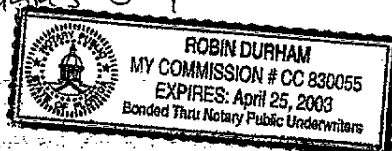

Douglas S. Piatt

as managing member of The Arbors Development Group, LLC the manager of the Arbors at Ormond Beach, LLC

State of Florida
County of Volusia

4-6-00 

*Personally appeared before me
Douglas S. Piatt - Known*



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. THE ARBORS AT ORMOND BEACH, LLC
(Name of foreign limited liability company)
2. Oregon
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 91-2005352
(FEI number, if applicable)
4. February 18, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NOVEMBER 23RD 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 502 Cedar Street
Ormond Beach, FL 32176
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

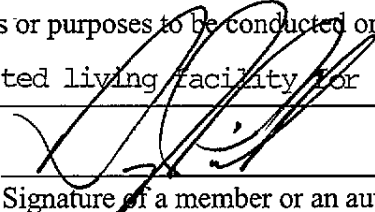
THE ARBORS DEVELOPMENT GROUP, LLC
502 Cedar Street
Ormond Beach, FL 32176

00 APR -6 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Construct, own and
operate assisted living facility for elderly dementia patients.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Douglas S. Piatt as managing member of The Arbors Development Group, LLC the manager of The Arbors at

Typed or printed name of signee

Ormond Beach, LLC

**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 SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE ARBORS AT ORMOND BEACH, LLC

2. The name and the Florida street address of the registered agent and office are:

Douglas S. Piatt

(Name)

502 Cedar Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

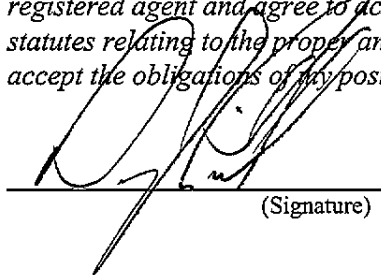
Ormond Beach

FL

32176

City/State/Zip

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 as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

00 APR -6 PM 2:41
APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

THE ARBORS AT ORMOND BEACH, LLC

was
organized
under the Oregon
Limited Liability Company Act
on


February 18, 1999

and is active on the records of the Corporation Division as
of the date of this certificate.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State

By 
Marilyn R. Smith
March 10, 2000