



MD2000002593 (4)

ACCOUNT NO. : 072100000032

REFERENCE : 764889 4305663

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 125.00

ORDER DATE : September 30, 2002

FOR LLC

ORDER TIME : 3:43 PM

ORDER NO. : 764889-040

800008114658--3

CUSTOMER NO: 4305663

CUSTOMER: Mr. Jeff Whitacre
Bass Berry & Sims
2700 Amsouth

MJM

Nashville, TN 37238-3001

FOREIGN FILINGS

NAME: ARC FORT AUSTIN PROPERTIES,
LLC

FILE SECOND

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

RECEIVED
02 SEP 30 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
02 SEP 30 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. ARC Fort Austin Properties, LLC
(Name of foreign limited liability company)
2. Tennessee 3. 62-1489790
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/5/1991 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 9/24/2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 111 Westwood Place, Suite 200
Brentwood, TN 37027
(Street address of principal office)

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

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

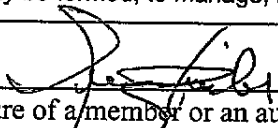
W.E. Sheriff, Governor, 111 Westwood Place, Suite 200, Brentwood, TN 37027

H. Todd Kaestner, Governor, 111 Westwood Place, Suite 200, Brentwood, TN 37027

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: _____

Any act or activity for which the LLC may be formed; to manage, market and develop retirement communities.



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.)

George T. Hicks

Typed or printed name of signer

FILED
02 SEP 30 PM 1:30
TALLAHASSEE FLORIDA

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:

ARC Fort Austin Properties, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

(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.

Corporation Service Company

By: 

(Signature)

Brian Courtney
Asst. V. Pres.

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

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 09/27/2002
REQUEST NUMBER: 02270539
TELEPHONE CONTACT: (615) 741-6488
CHARTER/QUALIFICATION DATE: 12/05/1991
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0247478
JURISDICTION: TENNESSEE

TO:
CFS
8161 HWY 100
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"ARC FORT AUSTIN PROPERTIES, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/27/02

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$160.00 \$0.00
TOTAL PAYMENT RECEIVED: \$160.00

RECEIPT NUMBER: 00003150102
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE