

03/22/2005 14:17

Division of Corporations

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Florida Department of State
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LIMITED LIABILITY DISSOLUTION

BLC-CLASSIC AT WEST PALM BEACH, LLC

Certificate of Status	0
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J. BRYAN MAR 23 2005

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

BLC - Classic at West Palm Beach, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

330 N. Wabash Ave. STE 1400

(Mailing address)

Chicago, IL 60611

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of member or authorized representative of a member)

Mark I. Schulte

(Typed or printed name of signee)

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TALLAHASSEE, FLORIDA

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WRITTEN CONSENT OF
THE SOLE MEMBER
OF
BLC - CLASSIC AT WEST PALM BEACH, LLC

The undersigned, being the sole member of BLC - CLASSIC AT WEST PALM BEACH, LLC (this "Company"), a Company organized and existing under the laws of the State of Delaware, hereby adopts, consents to, approves and ratifies in writing, without a meeting, the recitals, actions and resolutions set forth below:


WHEREAS, it has been recommended to the sole member of this Company by the Board of Managers of this Company that this Company be dissolved and terminated since this Company no longer conducts or operates any business and has no assets or liabilities.

RESOLVED, that it is in the best interests of this Company that this Company be dissolved and terminated as recommended by the Board of Managers of this Company;

FURTHER RESOLVED, that the dissolution and termination of this Company, as recommended by the Board of Managers of this Company, be, and hereby is, approved.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 15th day of March, 2005.

BROOKDALE PROVIDENT
PROPERTIES, LLC, a Delaware limited
liability company

By: 
Name: Mark J. Schulte
Its: President

BEING THE SOLE MEMBER OF BLC
- CLASSIC AT WEST PALM BEACH,
LLC, A DELAWARE LIMITED
LIABILITY COMPANY

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**WRITTEN CONSENT OF
THE BOARD OF MANAGERS
OF
BLC - CLASSIC AT WEST PALM BEACH, LLC**

The undersigned, being the sole member of the Board of Managers of BLC - CLASSIC AT WEST PALM BEACH, LLC (this "Company"), a company organized and existing under the laws of the State of Delaware, hereby adopts, consents to, approves and ratifies in writing, without a meeting, the recitals, actions and resolutions set forth below:

WHEREAS, because this Company no longer conducts or operates business and has no assets or liabilities, it has been proposed that this Company be dissolved and terminated; and

WHEREAS, upon the dissolution and termination of this Company, this Company shall no longer conduct or operate any business and will have no assets or liabilities.

RESOLVED, that it is in the best interests of this Company that this Company be dissolved and terminated in accordance with the applicable provisions of Delaware Limited Liability Company Act of the State of Delaware; and

FURTHER RESOLVED, that the dissolution and termination of this Company be, and hereby is, approved by the Board of Managers of this Company, and shall be recommended for approval by the Members of this Company holding not less than seventy-five percent (75%) of the Percentage Interest (as defined in this Company's Operating Agreement) in this Company; and

FURTHER RESOLVED, if the dissolution and termination of this Company is approved by the Members of this Company, each of the officers of this Company be, and hereby are, authorized, empowered, directed to prepare, execute, file and deliver for, on behalf of and in the name of this Company, a Certificate of Cancellation of this Company and any and all other agreements, certificates, instruments and other documents and to take any and all actions and steps and to any and all things for, on behalf of and in the name of this Company, that any officer of this Company determines to be necessary, proper or appropriate to cause, affect, evidence or accomplish the dissolution and termination of this Company.

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IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the
15th day of March, 2005.



Mark J. Schulte

BEING THE SOLE MEMBER OF THE
BOARD OF MANAGERS OF BLC - CLASSIC
AT WEST PALM BEACH, LLC

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