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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 595153 4305663

AUTHORIZATION :

COST LIMIT : \$ 125

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ORDER DATE : September 14, 2005

ORDER TIME : 10:01 AM

ORDER NO. : 595153-005

CUSTOMER NO: 4305663

CUSTOMER: Ms. Laura J. Lincoln
Bass, Berry & Sims Plc
Suite 2700, 315 Deaderick
Street Amsouth Center
Nashville, TN 37238-3001

FOREIGN FILINGS

NAME: FREEDOM VILLAGE OF BRADENTON,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT#

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 14, 2005

HARRY C. DAVIS
CSC
TALLAHASSEE, FL

SUBJECT: FREEDOM VILLAGE OF BRADENTON, LLC
Ref. Number: W05000042738

RESUBMIT
Please give original
submission date as file date.

We have received your document for FREEDOM VILLAGE OF BRADENTON, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Please list the names and addresses of the MANAGERS or MANAGING MEMBERS in Item 9.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 805A00056800

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05 SEP 14 AM 9:18
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. Freedom Village of Bradenton, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/2/05 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

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:
ARC Bradenton RC, Inc.

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: own, operate, manage
assisted living, independent living, and skilled nursing facility

W.E. Sheriff
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.)

W.E. Sheriff, Director of ARC Bradenton RC, Inc.
Typed or printed name of signee

**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:

Freedom Village of Bradenton, 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, Florida Statutes.

Corporation Service Company

By:

Cynthia L. Harris
(Signature)

Cynthia L. Harris
as its agent

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

Delaware

PAGE 1

The First State

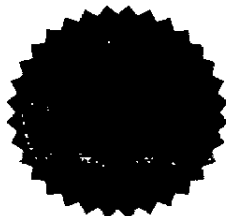
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEDOM VILLAGE OF BRADENTON, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FREEDOM VILLAGE OF BRADENTON, LLC" WAS FORMED ON THE SECOND DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4025064 8300

050725645



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4134608

DATE: 09-02-05