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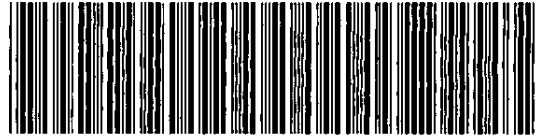
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN
AUG 27 2009
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Morningside Management, L.L.C.
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Christine Appell
Name of Person

Morningside Management, L.L.C.
Firm/Company

201 Liberty Street, SW
Address

Leesburg, VA 20175
City/State and Zip Code

cappell@morningsidehouse.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Christine Appell at (703) 669-1804
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Morningside Management, L.L.C.

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Virginia

(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the
following name to transact business in the state of Florida:

Morningside House, L.L.C.

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability
Company, L.L.C., or LLC.)

Date: August 19, 2009

Signature(s) of Manager(s) and/or Managing Member(s):

Kellum M
Elbert Shady
Jim Hatten

President & CEO

Chief Financial Officer

Chief Operating Officer

**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. Morningside Management, L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Morningside House, L.L.C.

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. State of Virginia 3. 54-2027278
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. March 6, 2001 5. December 31, 2026
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 201 Liberty Street, SW
Leesburg, VA 20175
(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:

Kelly A. Mason, 201 Liberty Street, SW, Leesburg, VA 20175

Kimberly Norton, 201 Liberty Street, SW, Leesburg, VA 20175

Elizabeth Shockley, 201 Liberty Street, SW, Leesburg, VA 20175

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: Provide management support services to Assisted Living facilities.

Elizabeth Shockley
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.)

Elizabeth Shockley
Typed or printed name of signee

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**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:

Morningside Management, L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

Morningside House, L.L.C.

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

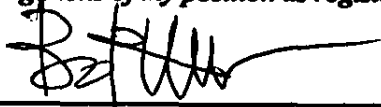
Bo Russ
(Name)

10225 Ulmerton Road, Unit 6A
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Largo, FL 33771
City/State/Zip

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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.



(Signature)

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to MORNINGSIDE MANAGEMENT, L.L.C., a limited liability company formed under the laws of VIRGINIA, effective as of March 06, 2001.

As of the date below, articles of cancellation have not been filed in this office by MORNINGSIDE MANAGEMENT, L.L.C., a Virginia limited liability company.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
August 18, 2009*



Joel H. Peck
Joel H. Peck, Clerk of the Commission