089800000 POM

| (Re | equestor's Name) | | | | |
|---|--------------------|-----------|--|--|--|
| (Address) | | | | | |
| (Address) | | | | | |
| (Cit | ty/State/Zip/Phone | · #) | | | |
| PICK-UP | ☐ WAIT | MAIL | | | |
| (Business Entity Name) | | | | | |
| (Document Number) | | | | | |
| Certified Copies | _ Certificates | of Status | | | |
| Special Instructions to Filing Officer: | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Office Use Only

G. MCLEOD

OF \$25.00 DEC 14:2009

EXAMINER



700162131607

12/11/09--01002--004 **25.00

SECRETARY OF STATE
DIVISION OF CORPORATION

09 DEC 11 PM 2: 10



Susan Jeffrey Paralegal/Regulatory Affairs Specialist Direct Dial: (312) 977-3742 sjeffrey@brookdaleliving.com

December 9, 2009

VIA FEDERAL EXPRESS

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

RE:

Brookdale Real Estate, LLC

M09000003980

To Whom It May Concern:

Please find enclosed the original Affidavit by Foreign Limited Liability Company (and one copy) changing the managers of the above limited liability company. Also enclosed is check #01879270 in the amount of \$25.00, as well as a self-addressed stamped envelope. Please file stamp the copy and return it in the enclosed self-addressed stamped envelope as evidence of filing.

If additional information is needed to fulfill this request, please do not hesitate to contact me at 312/977-3742.

Respectfully submitted

Susan Jeffrey

Paralegal/Regulatory Affairs Specialist

COVER LETTER

| TO: | TO: Registration Section Division of Corporations | | | | |
|--|---|--|---|---------------------------|---|
| SUBJ | SUBJECT: Brookdale Real Estate, LLC | | | | |
| | | Name of Foreign | Limited L | iability Compa | any |
| Dear ! | Sir or Madam: | | | | |
| | | vit by Foreign Limit s) and fee(s) are subr | | | Change Manager(s) or |
| Please | e return all corr | espondence concern | ing this ma | atter to the foll | owing: |
| | | Susan Jeffrey | | | |
| | | Name of Person | | | |
| | Brook | dale Real Estate, | LLC | | |
| | | Firm/Company | | | |
| | 111 We | stwood Place, Sui | te 200 | | |
| | | Address | | | |
| | Bre | entwood, TN 3702 | 7 | | |
| | C | ity/State and Zip Co | de | | |
| | sje | frey@brookdaleliv | ing.com | | _ |
| Ŀ | E-mail address: | (to be used for futur | e annual re | eport notificati | on) |
| For fu | rther informati | on concerning this n | natter, plea | se call: | |
| | Susan Je | effrey at (| 312) | • | 977-3742 |
| | Name of | Person | Area Coo | de and Daytime | e Telephone Number |
| STREET/COURIER ADDRESS: Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301 | | | MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 | | |
| | sed is a check Filing Fee | for the following an \$30 Filing Fee & Certificate of Status | | 00 Filing Fee & d Copy | \$60 Filing Fee, Certificate of Status & Certified Copy |

FILED SECRETARY OF STATE DIVISION OF CORPORATION:

09 DEC 11 PM 2: 10

AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)

| 1. The name of the limited liability compand Department of State is: Bro | y as it appears on the records of the Florida okdale Real Estate, LLC. |
|---|---|
| 2. This entity was formed under the laws of | : Delaware |
| 3. This entity was authorized to transact bus and its Florida document/registration numbe | |
| 4. The name and address of each manager o | r managing member is as follows: |
| Title: "MGR" = Manager "MGRM" = Managing Member | Name and Address: |
| MGR | W. E. Sheriff 111 Westwood Place, Suite 200 Brentwood, TN 37027 |
| MGR | Mark W. Ohlendorf 6737 West Washington, Suite 2300 |
| MGR_ | John P. Rijos 330 North Wabash, Suite 1400 Chicago, Illinois 60611 |
| MGR_ | Ty Robert Morgan 4600 Middleton Park Circle East Jacksonville, FL 32224 |
| | |
| | |
| Required Signature: Signature of Manager, | Managing Member or Member |

Filing Fee: \$25