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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6383

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Account Number : FCA000000023  
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Foreign Limited Liability Company  
BLC Liberty FM Holding Company, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

D. BRUCE  
MAY 28 2010  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BLC Liberty FM Holding Company, LLC  
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:

Susan Jeffrey  
Name of Person

Brookdale Senior Living Inc.  
Firm/Company

330 North Wabash, Suite 1400  
Address

Chicago, IL 60611  
City/State and Zip Code

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

For further information concerning this matter, please call:

Jason Lewallen at ( 615 ) 742-7797  
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

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 10 MAY 27 AM 10:07  
 TALLAHASSEE, FLORIDA  
 DEPARTMENT OF STATE

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BLC Liberty FM Holding Company, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

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

3. 5/20/2010 perpetual
(Date of Organization) (Duration; Year limited liability company will cease to exist or "perpetual")

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

5. 111 Westwood Place, Suite 400, Brentwood, TN 37027
(Street Address of Principal Office)

6. If limited liability company is a manager-managed company, check here [X]

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

- W.E. Sheriff - 111 Westwood Place, Suite 400, Brentwood, TN 37027
Mark W. Ohtendorf - 111 Westwood Place, Suite 400, Brentwood, TN 37027
John P. Rijos - 111 Westwood Place, Suite 400, Brentwood, TN 37027

8. 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.)

9. Nature of business or purposes to be conducted or promoted in Florida: own/operate/manage senior living facility

Signature of a member or an authorized representative of a member.
(In accordance with section 608.4010, 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 signee

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10 MAY 27 AM 10:07
DEPARTMENT OF STATE
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:

BLC Liberty FM Holding Company, LLC

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

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

C T Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

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CLERK OF THE STATE  
TREASURER, FLORIDA

*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.*

By: [Signature]  
(Signature)  
C T Corporation System  
Assistant Secretary  
Katie Marlowski

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

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLC LIBERTY FM HOLDING COMPANY, 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 TWENTY-FOURTH DAY OF MAY, A.D. 2010.

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



4826370 8300

100560658

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8013121

DATE: 05-24-10