

m110000000817

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000039630 3)))



H110000396303ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383
AMY J. PATTERSON

From:

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____ amy.patterson@cni.com

RECEIVED
11 FEB 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company
Sunrise Third Senior Living Holdings, LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$155.00 |

FILED
11 FEB 16 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

B. BOSTICK

FEB 17 2011

EXAMINER

H11000039630 3

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Sunrise Third Senior Living Holdings, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," 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," "LLC," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 35-2204190

(FEI number, if applicable)

4. May 5, 2003

(Date of Organization)

5. perpetual

(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. 450 S. Orange Avenue

Orlando, FL 32801

(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:

Please see attached.

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:

holding company

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Joseph T. Johnson

Typed or printed name of signee

H11000039630 3

H11000039630 3

SUNRISE THIRD SENIOR LIVING HOLDINGS, LLC

MANAGERS

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Charles A. Muller | 450 S. Orange Avenue, Orlando, FL 32801 |
| Tammie A. Quinlan | 450 S. Orange Avenue, Orlando, FL 32801 |
| Joseph T. Johnson | 450 S. Orange Avenue, Orlando, FL 32801 |
| Damian A. Perez | 68 So. Service Road, Suite 120, Melville, NY 11747 |
| Michael K. Seitz | 68 So. Service Road, Suite 120, Melville, NY 11747 |

FILED
11 FEB 16 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H11000039630 3

H11000039630 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNRISE THIRD SENIOR LIVING HOLDINGS, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNRISE THIRD SENIOR LIVING HOLDINGS, LLC" WAS FORMED ON THE FIFTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
11 FEB 16 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3654711 8300

101206875

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8438698

DATE: 12-17-10

H11000039630 3

H11000039630 3

**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:

Sunrise Third Senior Living Holdings, 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:

Linda A. Scarcelli

(Name)

450 S. Orange Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL 32801

City/State/Zip

FILED
11 FEB 16 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, 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.


(Signature)

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

H11000039630 3