

**m11000001387**

## 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.**

(((H11000069492 3)))



H110000694923ABC%

**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

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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

Email Address: \_\_\_\_\_

RECEIVED

11 MAR 16 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**Foreign Limited Liability Company  
SHI Carlisle Palm Beach, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAR 16 AM 7:53

FILED

B. BOSTICK

MAR 17 2011

EXAMINER  
3/16/2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SMI Carlisle Palm Beach, 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:

Stephen P. Napolitano  
Name of Person

WilmerHale LLP  
Firm/Company

60 State Street  
Address

Boston, MA 02109  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen P. Napolitano at 617 526-5164  
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

**FILED**  
11 MAR 16 AM 7:53  
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. SHI Carlisle Palm Beach, 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 3. 27-4685651  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 27, 2011 5. Perpetual  
(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. c/o ABW Capital Management, L.P., World Trade Center East, Two Seaport Lane, Boston, MA 02210-2021  
(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:

SHI Carlisle JV Company, LLC, c/o ABW Capital Management, L.P., World Trade Center East, Two Seaport Lane  
Boston, MA 02210-2021

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: See attached sheet

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.)

See signature page attached

Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAR 16 AM 7:53

FILED

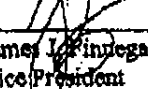
SHI CARLISLE JV COMPANY, LLC, a Delaware limited liability company

By: SHI Carlisle Investors, LLC, a Delaware limited liability company, a member

By: AEW Senior Housing Investors, L.P., a Delaware limited partnership, a member

By: AEW Senior Housing Investors, GP, L.P., a Delaware limited partnership, its general partner

By: AEW Senior Housing Investors, Inc., a Delaware corporation, its general partner

By:   
James L. Finnegan  
Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAR 16 AM 7:53

FILED

11. The purpose of the Company shall be to acquire, own, develop, hold for investment, manage, operate, lease, sell, exchange, finance, dispose of and otherwise deal with and/or realize the economic benefit from ownership of, directly or indirectly through partnerships, limited liability companies or other joint ventures, that certain real property known as Carlisle Palm Beach located at 440, 450 and 460 E. Ocean Avenue, Town of Lantana, Palm Beach County, Florida, to engage in such other activities as are necessary, appropriate, convenient or incidental to the foregoing purpose.

FILED

11 MAR 16 AM 7:53

SECRETARY 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:

SHI Carlisle Palm Beach, 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

*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.*

C T Corporation System

By:

Kristen Betzger

(Signature)

Kristen Betzger, Assistant  
Secretary

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAR 16 AM 7:53

FILED

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHI CARLISLE PALM BEACH, 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 FIFTEENTH DAY OF MARCH, A.D. 2011.

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

FILED

11 MAR 16 AM 7:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



4932785 8300

110301568

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8625335

DATE: 03-15-11