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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

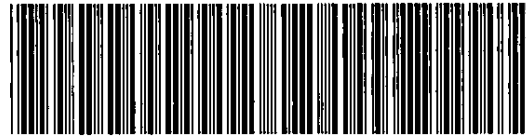
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. BRUCE
JUN 17 2011
EXAMINER

6/15/11

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lakewood Memory Care, LLC, a Kansas limited liability company
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:

F. Thomas Hopkins
Name of Person

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
Firm/Company

P.O. Drawer 4195
Address

Sarasota, FL 34230
City/State and Zip Code

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

For further information concerning this matter, please call:

F. Thomas Hopkins at (941) 953-8109
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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 TALLAHASSEE, FLORIDA
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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. Lakewood Memory Care, 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. Kansas (Jurisdiction under the law of which foreign limited liability company is organized) 3. 30-0688073 (FEI number, if applicable)

4. May 24, 2011 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Business will be transacted after registration of the LLC in Florida is complete (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8415 E. 21st Street North, Suite 100 Wichita, KS 67206 (Street Address of Principal Office)

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

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

Timothy J. Buchanan Stephen D. Russell 8415 E. 21st Street, Suite 100 1800 2nd Street, Suite 717 Wichita, KS 67206 Sarasota, FL 34236

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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: Senior housing

F. Thomas Hopkins

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.)

F. Thomas Hopkins

Typed or printed name of signee

**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:

Lakewood Memory Care, 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:

F. Thomas Hopkins

(Name)

2033 Main Street, Suite 600

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

Sarasota

FL

34237

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.

F. Thomas Hopkins

(Signature)

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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF KANSAS
OFFICE OF SECRETARY OF STATE

I, KRIS W. KOBACH, Kansas Secretary of State, certify that the records of this office reveal the following:

Business Entity ID Number: 6536262

Entity Name: LAKEWOOD MEMORY CARE, LLC

Entity Type: KANSAS LIMITED LIABILITY COMPANY

State of Organization: KANSAS

Resident Agent: GEORGE C BRUCE

Registered Office: 100 N Broadway St, Ste 500, WICHITA, KS, 67202

was filed in this office May 24, 2011,
and is in good standing,
having fully complied with all requirements of this office.

No information is available from this office regarding the
financial condition, business activity or practices of this entity.

In testimony whereof I execute this
certificate and affix the seal of the
Secretary of State of the state of Kansas
on this day of June 7, 2011.



Kris W. Kobach

KRIS W. KOBACH
KANSAS SECRETARY OF STATE