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(City/State/Zip/Phone #)

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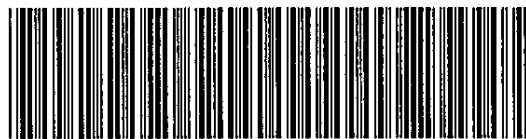
(Business Entity Name)

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T. CLINE

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EXAMINER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 AUG - 1 PM 9:41

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 297030 124206A

AUTHORIZATION :

*Lyndee*

COST LIMIT : \$ 125.00

ORDER DATE : August 1, 2012

ORDER TIME : 3:44 PM

ORDER NO. : 297030-020

CUSTOMER NO: 124206A

FOREIGN FILINGS

NAME: HILLARD REAL ESTATE  
INVESTORS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: \_\_\_\_\_

2012 AUG - 1 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Hilliard Real Estate Investors, 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:

Debbie Sampley

Name of Person

Hilliard Real Estate Investors, LLC

Firm/Company

3570 Keith Street, NW

Address

Cleveland, TN 37312

City/State and Zip Code

Debbie\_Sampley@lcca.com

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

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
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

2012 AUG - 1 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. Hillard Real Estate Investors, 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. TN 3. Applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 26, 2012 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. 3570 Keith Street, NW  
Cleveland, TN 37312  
(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:

Life Care Centers of America, Inc.  
3570 Keith Street, NW  
Cleveland, TN 37312

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: Real Estate owner of skilled nursing facility

Hillard Real Estate Investors, LLC  
By: Life Care Centers of America, Inc., corporate manager

Joan E. Thurmond  
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.)

Joan E. Thurmond, Assistant Secretary

Typed or printed name of signee

2012 AUG - 1 PM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

**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:

Hillard Real Estate Investors, 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.*

Corporation Service Company

By: \_\_\_\_\_

(Signature)

**Becky Peirce**

**Assistant Vice President**

\$ 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**CFS**  
**SUITE B**  
**992 DAVIDSON DRIVE**  
**NASHVILLE, TN 37205**

July 26, 2012

**Request Type: Certificate of Existence/Authorization**  
**Request #: 0072404**

**Issuance Date: 07/26/2012**  
**Copies Requested: 1**

**Document Receipt**

**Receipt #: 799038**

**Filing Fee: \$20.00**

**Payment-Account - CFS, NASHVILLE, TN**

**\$20.00**

**Regarding: Hillard Real Estate Investors, LLC**  
**Filing Type: Limited Liability Company - Domestic**  
**Formation/Qualification Date: 07/26/2012**  
**Status: Active**  
**Duration Term: Perpetual**  
**Business County: BRADLEY COUNTY**

**Control #: 691851**  
**Date Formed: 07/26/2012**  
**Formation Locale: TENNESSEE**  
**Inactive Date:**

**CERTIFICATE OF EXISTENCE**

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

**Hillard Real Estate Investors, LLC**

- \* is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;
- \* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- \* has appointed a registered agent and registered office in this State;
- \* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

**Tre Hargett**  
**Secretary of State**

**Processed By: Nichole Hambrick**

**Verification #: 001359122**