

M97000000149

HELMSING, LYONS, SIMS & LEACH

A PROFESSIONAL CORPORATION

LAWYERS

150 GOVERNMENT STREET
MOBILE, ALABAMA

March 5, 1997

LARRY U SIMS
CHAMP LYONS, JR
FREDERICK G HELMSING *
JOHN N LEACH, JR
WARREN C HERLONG, JR
JAMES B NEWMAN
ROBERT H ROUSE
CHARLES H DODSDON, JR
RICHARD E DAVIS
JOSEPH P H BABINGTON **
R ALAN ALEXANDER
JOHN J CROWLEY, JR
JOSEPH D STEADMAN
TODD S STROHMEYER
WILLIAM R LANCASTER†
ROBIN KILPATRICK FINCHER**
JOHN T DUKES
LESLIE T FIELDS
P BRADLEY MURRAY
J CASEY PIPES

MAILING ADDRESS
POST OFFICE BOX 2767
MOBILE, ALABAMA 36652

STREET ADDRESS
SUITE 2000 LACLEDE BUILDING
150 GOVERNMENT STREET
MOBILE, ALABAMA 36602

TELEPHONE (334) 432-5521
TELECOPIER (334) 432-0633

* ALSO ADMITTED IN FLORIDA
** ALSO ADMITTED IN LOUISIANA
† ALSO ADMITTED IN MISSISSIPPI AND TEXAS

VIA CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 36314

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-03/12/97--01138--001
****140.00 ****140.00

RE: Heritage Retirement Homes, L.L.C.
HLS&L File No.: 8290

Dear Sir or Madam:

Enclosed herewith are the following forms for the above-referenced limited liability company:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
3. Certificate of Designation of Registered Agent/Office.

Also enclosed is a check in the amount of \$140.00 for filing fees, and a Certificate of Existence from the State of Alabama. If you need anything further to process these documents, please contact me, or my assistant, Amy Porter.

Yours very truly,

ROBIN K. FINCHER

Robin K. Fincher

97 MAR 25 AM 9:15
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name	contact me, or my assistant, Amy Porter.
Availability	3/13/97 dec
Document	
cc: Robert H. Rouse, Esq.	
cc: Mr. Norman Hansen	
cc: Mr. Scott Arthur (CT Corporation)	
cc: RKF/abp	
cc: Enclosures	
cc: Mr. Scott Arthur (CT Corporation)	
cc: Mr. Norman Hansen	
cc: Robert H. Rouse, Esq.	
cc: Amy Porter	

M97000000149

W970000005872

HELMSING, LYONS, SIMS & LEACH

A PROFESSIONAL CORPORATION

LAWYERS

150 GOVERNMENT STREET
MOBILE, ALABAMA

March 18, 1997

LARRY U SIMS
CHAMP LYONS, JR
FREDERICK G HELMSING *
JOHN N LEACH, JR
WARREN C HERLONG, JR
JAMES B NEWMAN
ROBERT H ROUSE
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VIA CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 36314

ATTENTION: DIANE CUSHING

RE: Heritage Retirement Homes, L.L.C.
Letter Number: 797A00012780
HLS&L File No.: 8290

Dear Sir or Madam:

Pursuant to your letter to me dated March 13, 1997, I have enclosed an Exhibit "A" to the Affidavit and completed the Application.

Please let me know if you should need anything further.

Yours very truly,



ROBIN K. FINCHER

RKF/abp
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

ROBIN K. FINCHER
HELMSING LYONS SIMS & LEACH
P.O. BOX 2767
MOBILE, AL 36652

SUBJECT: HERITAGE RETIREMENT HOMES, L.L.C.
Ref. Number: W97000005872

We have received your document for HERITAGE RETIREMENT HOMES, L.L.C. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Section 3 of the affidavit of memberships states that a description of the property is attached and made a part hereto. There was no attachment. Please submit the attachment and make the proper correction on the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 797A00012780

**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. Heritage Retirement Homes, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Alabama 3. 63-1183542
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 15, 1996 5. October 31, 2040
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
 Upon qualification

6. _____
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 118 Laurel Place
Daphne, AL 36526
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Norman N. Hansen</u>	<u>MGRM</u>	_____	_____
<u>118 Laurel Place</u>		_____	
<u>Daphne, AL 36526</u>		_____	
_____	_____	_____	_____
<u>Paul R. Likens</u>	<u>MGRM</u>	_____	_____
<u>560 Pequot Avenue</u>		_____	
<u>Southport, CT 06490</u>		_____	
_____		_____	
_____		_____	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Heritage
Retirement Homes, L.L.C. deposes and says:

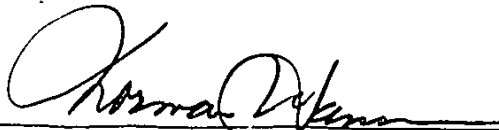
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$10,000

3) if any, the agreed value of property other than cash contributed by member(s) is \$10,000
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$20,000



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED
MAR 25 AM 9:15

EXHIBIT "A" TO AFFIDAVIT

Office furniture, furnishings, office equipment, and
computer hardware and software, and other intangible
assets.

H:\LIBRARY\8290\M\EXHIBIT

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FBI
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Heritage Retirement Homes, L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

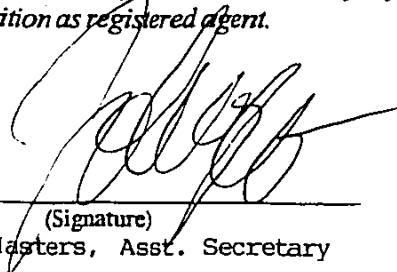
1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324
(City/State/Zip)

FILED
97 MAR 25 AM 9:15

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.



(Signature)
John J. Masters, Asst. Secretary

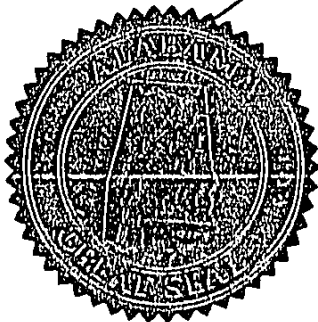
2/3/1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that articles of organization for Heritage Retirement Homes, L.L.C. were filed in the office of the Judge of Probate of Baldwin County on November 13, 1996; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on November 18, 1996. I further certify that the records do not disclose that said Heritage Retirement Homes, L.L.C. has been dissolved.

97 MAR 25 AM 9:15
FILED



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

01/13/97

Date

Jim Bennett

Jim Bennett

Secretary of State