

1199000001572



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 389051 7175089

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : September 27, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 389051-005

CUSTOMER NO: 7175089

400003000444--0

CUSTOMER: Robert J. Sant, Esq
Robert J. Sant Attorney And
760 Brooks Avenue
Rochester
Rochester, NY 14619-2298

W99-22493

FOREIGN FILINGS

NAME: COUNTRYSIDE ALF, 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: James Guy

Name	MJH
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
99 SEP 29 PM 2:48

RECEIVED
99 SEP 29 PM 12:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FL 32301



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

CSC
ATTN: JAMES GUY

SUBJECT: COUNTRYSIDE ALF, LLC
Ref. Number: W99000022493

RESUBMIT
Please give original
submission date as file date.

We have received your document for COUNTRYSIDE ALF, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The registered agent must sign accepting the designation.

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 (850) 487-6967.

Michelle Hodges
Document Specialist


Letter Number: 899A00047551

RECEIVED
99 OCT -99 OCT 14 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT

The undersigned, AMERICAN RETIREMENT CORPORATION, as the authorized manager of COUNTRYSIDE ALF, LLC, deposes and says that it does not intend to re-activate the status of COUNTRYSIDE ALF, LLC, and hereby gives up ownership of the name COUNTRYSIDE ALF, LLC and authorizes its use by any interested parties.

AMERICAN RETIREMENT CORPORATION

By: 
Morris H. Miller, as its
Authorized Representative

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. Countryside ALF, LLC
(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. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEL number, if applicable)
4. 9-24-99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 10-1-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 760 Brooks Ave
Rochester, N.Y 14619
(Street address of principal office)
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:

E. Philip Saunders

TITLE:

NAME & ADDRESS:

760 Brooks Avenue

TITLE:

MGRMRochester, NY 14619

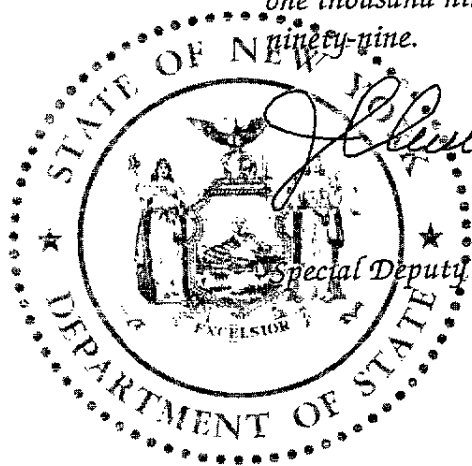
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99 SEP 29 PM 2:48

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

State of New York | ss:
Department of State

I hereby certify, that COUNTRYSIDE ALF, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 09/24/1999, and that the limited liability company is subsisting so far as shown by the records of the Department.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of September
one thousand nine hundred and
ninety-nine.



[Signature]
Special Deputy Secretary of State

199909270229 38

**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:

Countryside ALF, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hayes Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, Fla. 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.

By:

Deborah D. Skipper
(Signature)

Deborah D. Skipper
as its agent

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The member or authorized representative of a member of Countryside
ALF, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 1.00;

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

\$ 0.00;

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 1.00;

(This total includes amounts from 2 and 3 above.)

E. Philip Saunders
Signature of a member or an 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.)

E. Philip Saunders
Typed or printed name of signer

Filing Fee: \$250.00 for Application and Affidavit