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Alison Lundergan Grimes
Kentucky Secretary of State
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ARTICLES OF ORGANIZATION
OF
NEW HAVEN ASSISTED LIVING PROPERTIES, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

The name of the limited liability company is **NEW HAVEN ASSISTED LIVING PROPERTIES, LLC**.

ARTICLE II

The street address of the limited liability company's initial registered office is **4063 Alameda Crescent, Paducah, KY 42001**, and the name of the initial registered agent at that office is **Wayne P. McGee**.

ARTICLE III

The mailing address of the initial principal place of business of the limited liability company is **4063 Alameda Crescent, Paducah, KY 42001**.

ARTICLE IV

The limited liability company currently has one (1) member, but may have one or more.

ARTICLE V

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of the limited liability company.

ARTICLE VI

The duration of the limited liability company shall be perpetual save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VII

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any member, manager, agent, or employee of the limited liability company.

DATE: February 19, 2013

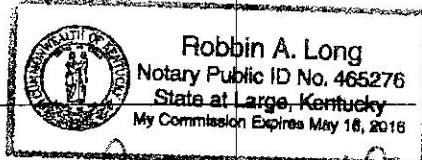

Wayne P. McGee, Organizer

STATE OF KENTUCKY)
 : ss.
COUNTY OF McCRACKEN)

I, do hereby certify that the following Articles of Organization of New Haven Assisted Living Properties, LLC were this day produced before me in my county and state aforesaid and were signed and acknowledged before me by Wayne P. McGee, as and for his free act and deed, for the purposes therein contained and according to law.

GIVEN under my hand, this 19th day of February, 2013.


My Commission Expires: _____




NOTARY PUBLIC
KENTUCKY STATE AT LARGE

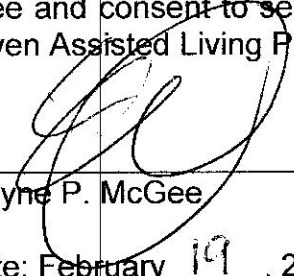
THIS INSTRUMENT PREPARED BY:

LAW OFFICE OF JOHN T. REED
117 NORTH FOURTH STREET
P. O. BOX 1725
PADUCAH, KENTUCKY 42002-1725
(270) 444-6330



CONSENT OF INITIAL AGENT FOR SERVICE OF PROCESS TO SERVE

I, Wayne P. McGee, having a principal place of business of 4063 Alameda Crescent, Paducah, KY 42001, hereby agree and consent to serve as registered office and agent for service of process of New Haven Assisted Living Properties, LLC.



Wayne P. McGee

Date: February 19, 2013