

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

BROOKDALE EMPLOYEE SERVICES - CORPORATE, LLC

File Number W 148752

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 5, 2015



Lawrence Denney
SECRETARY OF STATE

By Sherry Denney



**APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR FOREIGN
LIMITED LIABILITY COMPANY**

(Instructions on back of application)

2015 MAR -5 PM-2-30

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Brookdale Employee Services - Corporate, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System 921 S Orchard Street, Suite G, Boise, ID 83705

5. The street and mailing address of the limited liability company's principal office is:

111 Westwood Place, Suite 400, Brentwood, TN 37027

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Bryan D. Richardson, Manager 111 Westwood Place, Suite 400, Brentwood, TN 37027

8. The mailing address for future correspondence:

111 Westwood Place, Suite 400, Brentwood, TN 37027

9. Signature of a manager, member or authorized person.

Bryan D. Richardson

Signature

Bryan D. Richardson, Manager

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

03/06/2015 05:00

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Delaware

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The First State

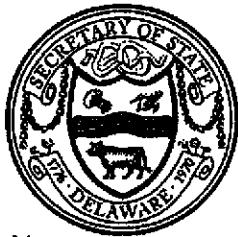
**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BROOKDALE EMPLOYEE SERVICES -
CORPORATE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF
DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO
FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH
DAY OF JANUARY, A.D. 2015.**

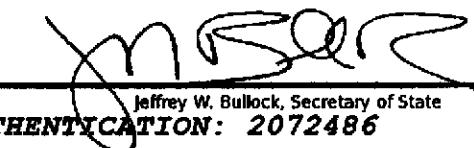
**AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
BEEN PAID TO DATE.**

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2072486

DATE: 01-27-15