

State of Idaho

Department of State

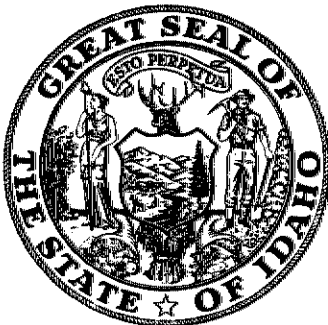
CERTIFICATE OF AUTHORITY OF

ATRIA COMMUNITIES, INC.
File number C 116160

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ATRIA COMMUNITIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ATRIA COMMUNITIES, INC. to transact business in this State under the name ATRIA COMMUNITIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 21, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows: **Aug 21 10:15 AM '96**

1. The name of the corporation is Atria Communities, Inc. **SECRETARY OF STATE
STATE OF IDAHO**
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 5/1/96 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
515 West Market Street, Louisville, Kentucky 40202
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 8/16/96

Atria Communities, Inc.

(Corporation name)

By _____

Its President, Vice President, Secretary or Assistant Secretary

(Please specify)

W. Patrick Mulloy, II, President

Secretary of State use only **IDAHO SECRETARY OF STATE**

DATE 08/21/1996 0900 19934

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CK #: 10800522 CUST# 70126

AUTH PRO

1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

EXPEDITE C 1@ 20.00= 20.00

#: C

ATRIA COMMUNITIES, INC.

Directors

Sandra Harden Austin
Caremark, Inc.
Suite 400
2215 Sanders Road
Northbrook, IL 60062

William C. Ballard Jr.
Greenebaum Doll & McDonald
3300 First National Tower
Louisville, KY 40202

Thomas T. Ladt
Vencor, Inc.
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Bruce Lunsford
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Patrick Mulloy, II
Atria Communities, Inc.
515 West Market Street
Louisville, KY 40202

R. Gene Smith
3600 National City Tower
Louisville, KY 40202

Officers

Ralph H. Bellande
Chief Operating Officer
515 West Market Street
Louisville, KY 40202

W. Bruce Lunsford
Chairman of the Board
3300 Providian Center
400 West Market Street
Louisville, KY 40202

W. Patrick Mulloy, II
Chief Executive Officer and President
515 West Market Street
Louisville, KY 40202

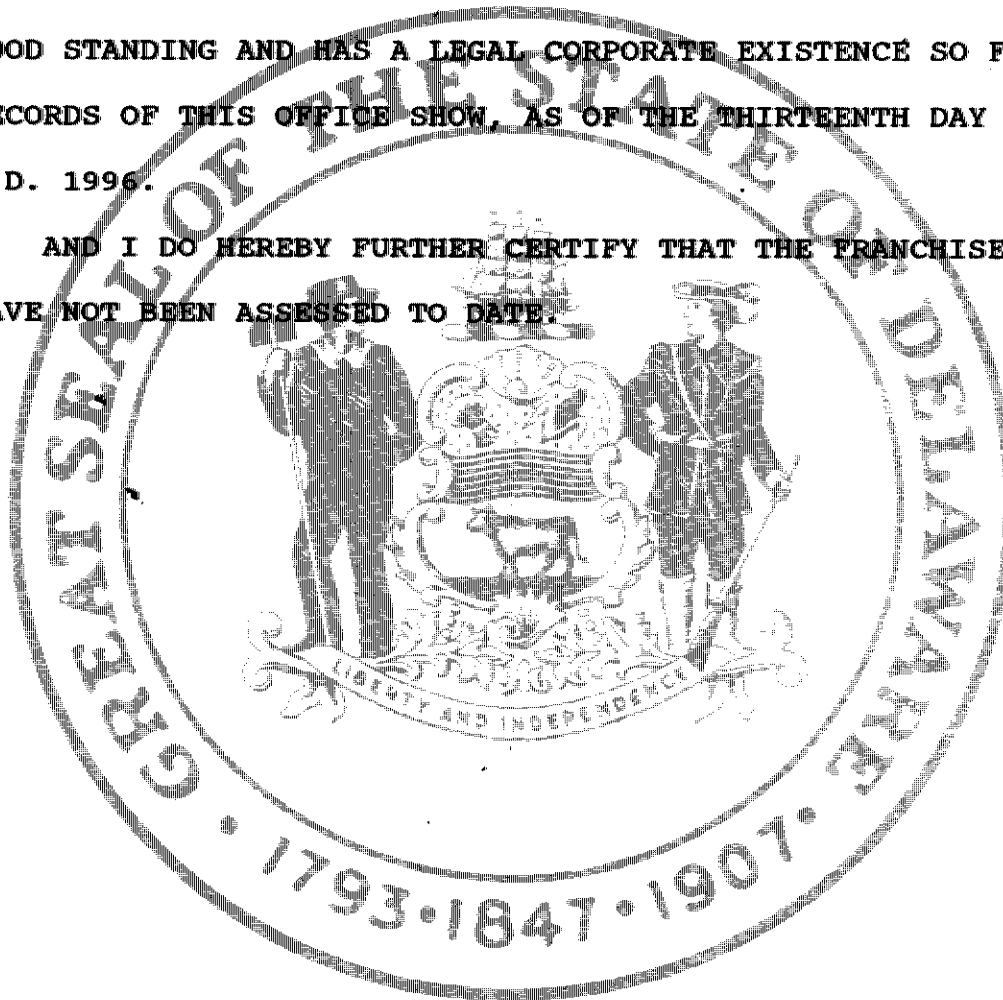
J. Timothy Wesley
Chief Financial Officer, Vice President of
Development and Secretary
515 West Market Street
Louisville, KY 40202

Office of the Secretary of State

Aug 21 10 16 AM '96
SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATRIA COMMUNITIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

2619366 8300

AUTHENTICATION:

8066365

960236288

DATE:

08-13-96