

# State of Idaho

## Department of State

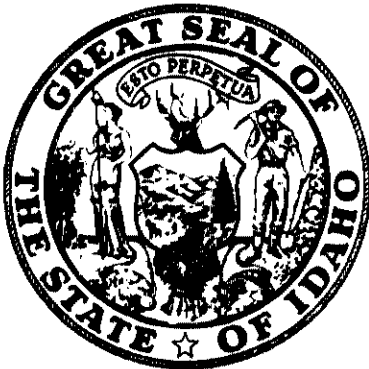
### CERTIFICATE OF AUTHORITY OF

HEALTH CARE CAPITAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEALTH CARE CAPITAL, 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 HEALTH CARE CAPITAL, INC. to transact business in this State under the name HEALTH CARE CAPITAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 24, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth Reynolds*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SEC. OF STATE  
90 DEC 21 AM 8 18

1. The name of the corporation is Health Care Capital, Inc.

2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Georgia

4. The date of its incorporation is April 4, 1988 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

Two Ravinia Drive, Suite 1540, Atlanta, Georgia 30346

6. The address to which correspondence should be addressed, if different from that in item 5.

6007 Financial Plaza, Suite 700, Shreveport, Louisiana 71129

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Nursing Home Management

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Michael S. Brown</u>	<u>Chairman and President</u>	<u>Two Ravinia Drive, Suite 1540 Atlanta, Georgia 30346</u>
<u>Richard L. Greer</u>	<u>Director, Chief Operations Officer</u>	<u>6007 Financial Plaza, Suite 700 Shreveport, Louisiana 71129</u>
<u>Paul A. Green</u>	<u>Director, Chief Financial Officer</u>	<u>Two Ravinia Drive, Suite 1540 Atlanta, Georgia 30346</u>
<u>Wayne S. Morehead</u>	<u>Director, Executive Vice President, of Acquisitions, and Secretary</u>	<u>Two Ravinia Drive, Suite 1540 Atlanta, Georgia 30346</u>
<u>D. W. Nida</u>	<u>Director, Vice President of Operations</u>	<u>6007 Financial Plaza, Suite 700 Shreveport, Louisiana 71129</u>
<u>Matthew S. Robinson</u>	<u>Director, Vice President</u>	<u>6007 Financial Plaza, Suite 700 Shreveport, Louisiana 71129</u>

(continued on reverse)

Name	Office	Address
Kathryn R. Dodson	Assistant Secretary	6007 Financial Plaza, Suite 700

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 2, 1990

HEALTH CARE CAPITAL, INC.  
(Corporation Name)

By Richard Greer **Richard Greer**  
Its ~~Secretary~~ **Chief Operations Officer** (please specify)  
and Kathryn R. Dodson **Kathryn R. Dodson**  
Its ~~Secretary~~ **Assistant Secretary** (please specify)

STATE OF LOUISIANA )  
PARISH ) ss:  
~~COUNTY~~ OF CADDO )

I, Teresa E. Cardwell, a notary public, do hereby certify that on this 2nd day of November, 19 90, personally appeared before me Richard Greer and Kathryn R. Dodson, who being by me first duly sworn, declared that ~~(s)he~~ **Chief Operations** is the **Officer** of Health Care Capital, Inc. and she is the **Assistant Secretary**

that ~~(s)he~~ signed the foregoing document as **Chief Operations Officer** of the corporation and that the statements therein contained are true. **and she as Assistant Secretary**

Teresa E. Cardwell  
Notary Public

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

FORM NUMBER : C1  
CERTIFICATE DATE : 11/08/90  
TRANSACTION NUMBER : 90310451  
EXAMINER : BRAD PITTS  
TELEPHONE : (404) 656-2817  
CONTROL NUMBER : 8806748  
DATE INCORP/AUTH/FILED : 04/04/88  
JURISDICTION : GEORGIA

REQUESTED BY:  
HEALTHCARE CAPITAL, INC.  
ATTN: PHYLLIS HARVEY  
TWO RAVINIA DRIVE/STE. 1540  
ATLANTA, GA 30346

**CERTIFICATE OF EXISTENCE**

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that:

**"HEALTH CARE CAPITAL, INC."  
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction set forth above, and filed its formation documents or application for certificate of authority in the office of the Secretary of State and was incorporated, formed or authorized to transact business on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of the Georgia laws relating to corporations or limited partnerships (Title 14 of the Official Code of Georgia Annotated) and has not filed Articles of Dissolution or a Certificate of Cancellation or Withdrawal with the Secretary of State. This certificate is issued under the authority of O.C.G.A. §14-2-128 and 14-2-130, 14-3-6 and 14-3-31 or 14-9-1102 and shall be taken and received in all courts, public offices and official bodies as prima-facie evidence of the existence or nonexistence of the facts stated herein.

**IMPORTANT NOTICE. PLEASE  
RETURN THE PINK COPY AND THE  
AMOUNT DUE TO THE SECRETARY  
OF STATE IMMEDIATELY.**

AMOUNT DUE: \$40.00



MAX CLELAND  
SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta