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SUBMIT IN DUPLICATE!

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

NOV 27 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11-27-01

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: [Signature]

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Triad Senior Living, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: n/a

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Texas

(b) Date of Incorporation: December 8, 1995

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 14160 N. Dallas Parkway, Suite 300
Dallas, Texas 75240

(b) Address of principal office in Illinois:
(If none, so state)
17400 South Kedzie
Hazel Crest, Illinois

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent Pearl A. Zager

First Name Middle Name Last Name

Registered Office 222 North LaSalle Street, Suite 2600

Number Street Suite #

Chicago 60601 Cook

City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Texas

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Blake N. Fail, 14160 N. Dallas Parkway, Suite 300,	Dallas, Texas		75240
Secretary	Blake N. Fail, 14160 N. Dallas Parkway, Suite 300,	Dallas, Texas		75240
Director	Blake N. Fail, 14160 N. Dallas Parkway, Suite 300,	Dallas, Texas		75240
Director				
Director				

If more than 3, attach list

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Cook County Recorder 23.50

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful business for which corporations may be organized under the laws of the State of Texas and permitted under the Illinois Business Corporation Act of 1983, as amended.

8. Authorized and issued shares:

Table with 5 columns: Class, Series, Par Value, Number of Shares Authorized, Number of Shares Issued. Row 1: Common, \$0.01, 100,000, 1,000.

9. Paid-in Capital: \$ 1,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- 10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 10,000
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 240,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 240,000

11. Interrogatories: (Important - this section must be completed)
14160 N. Dallas Parkway
Suite 300
Dallas, TX 75240
** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois: 0
(c) Number of shares of all classes owned by non-residents of Illinois: 1,000
(d) Is the corporation transacting business in this state at this time? No
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated November 8, 2001 Triad Senior Living, Inc.
(Exact Name of Corporation)
attested by [Signature] (Signature of Secretary or Assistant Secretary) Blake N. Fail, Secretary
[Signature] (Signature of President or Vice President) by Blake N. Fail, President

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).



Catherine for
Vidder, Price, Kautman & Kamholz
222 North LaSalle Street, Suite 2400
Chicago, IL 60601

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