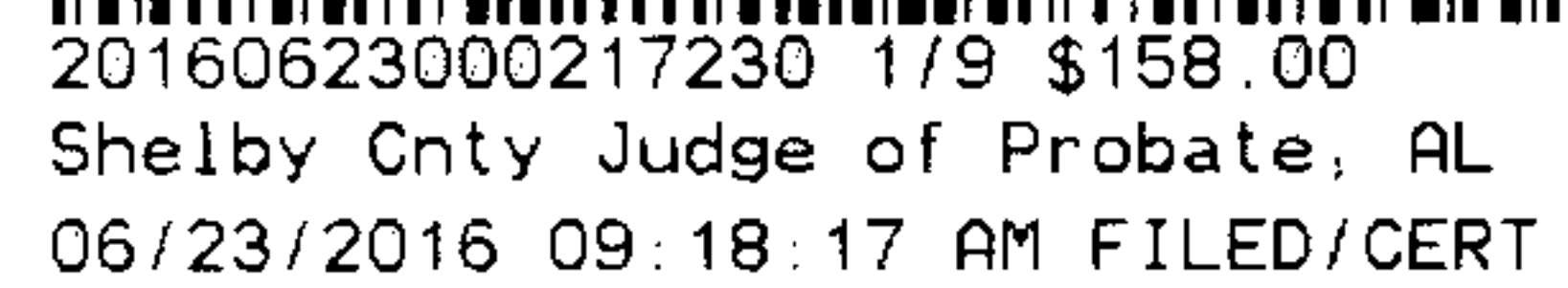


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Premier Healthcare, Inc.

The information required in this form is required by Title 10A.)

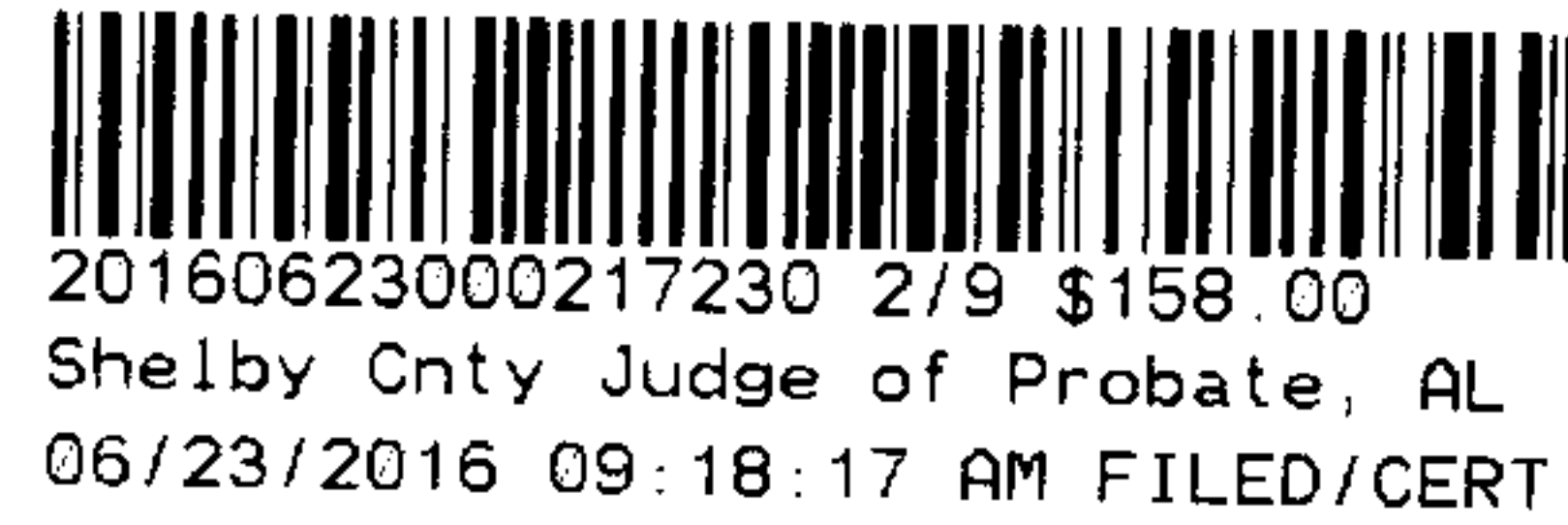
The name of this Domestic Business Corporation (hereinafter referred to as the “Company”) shall be Premier Healthcare, Inc.

The period of duration is perpetual from the date of filing of these Articles of Organization with the Probate Judge of Shelby County unless the company shall sooner

be dissolved and its affairs wound up in accordance with its Certificate of Formation or By Laws.

ARTICLE III

PURPOSES



The nature of the Company and its objects, purposes and powers:

(a) The Company is organized for the purpose of engaging in, transacting or conducting business for which Corporations may be organized under the laws of the State of Alabama in general, and in the Alabama Business Corporation Law in particular;

(b) To manage, construct, purchase or acquire by assignment, transfer or otherwise; to hold, mortgage or otherwise pledge; to sell, exchange, transfer, deal and in any manner dispose of, real or personal property of any kind, class, interest or type, wherever situated; and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to votes thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such right at this time or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay

for the same in cash, debt obligations of the company or by transfer of any interest or the granting of membership in the company or otherwise; to hold or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all of the powers necessary or convenient in and about the conduct and management of such business, and;

(e) To engage in the business of assisted living facilities.

(f) In general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in anyway limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial principal office of the Company shall be 7895 Highway 119, Suite 1, Alabaster, Alabama 35007, and its registered agents at such address shall be Charles J. Shirley, Amy Shirley, and Shawn E. Callahan.

ARTICLE V


INCORPORATORS

The Company has Three (3) Incorporators and the names and addresses of said

Incorporators are:

Charles J. Shirley
17100 Searcy Road
Northport, Alabama 35475

Amy Shirley
17100 Searcy Road
Northport, Alabama 35475


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Shelby Cnty Judge of Probate, AL
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Shawn E. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

Susan S. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

ARTICLE VI

INITIAL DIRECTORS

The Company has Three (3) initial Director(s) (hereinafter referred to as the "Director(s)") and the names and addresses of said Directors of the Company are:

Charles J. Shirley
17100 Searcy Road
Northport, Alabama 35475

Amy Shirley
17100 Searcy Road
Northport, Alabama 35475

Shawn E. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

Susan S. Callahan
2360 Timber Lane
Alabaster, Alabama 35007

ARTICLE VII

SHARES

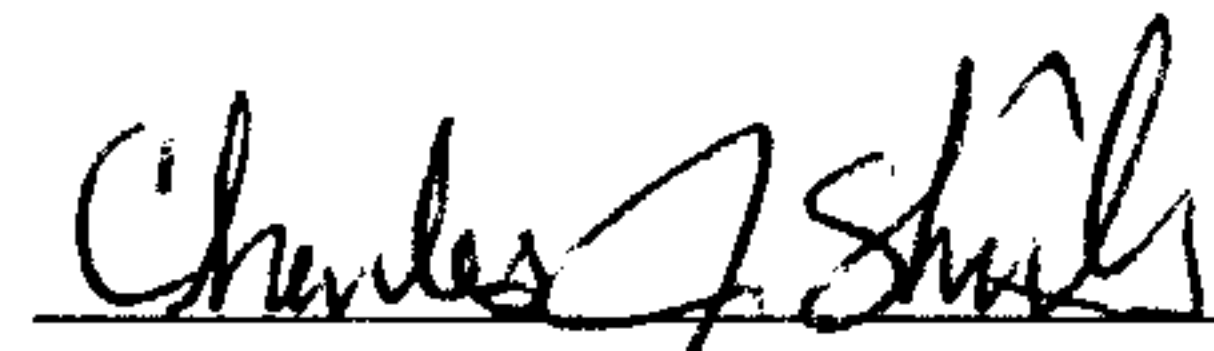
The Corporation is authorized to issue 1000 shares. Charles J. Shirley and Amy Shirley, 50% ownership, 500 shares. Shawn E. Callahan and Susan S. Callahan, 50% ownership, 500 shares.

ARTICLE VIII

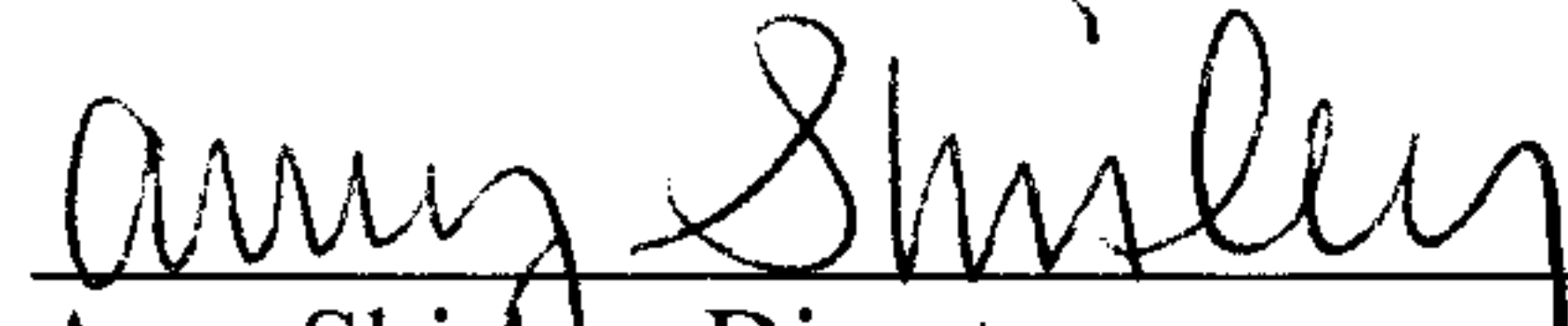
LIABILITIES OF MEMBERS

Members of the Company are not liable under a Judgment, Decree or Order of a Court, or in any other manner, for any debt, obligation or liability of the Company.

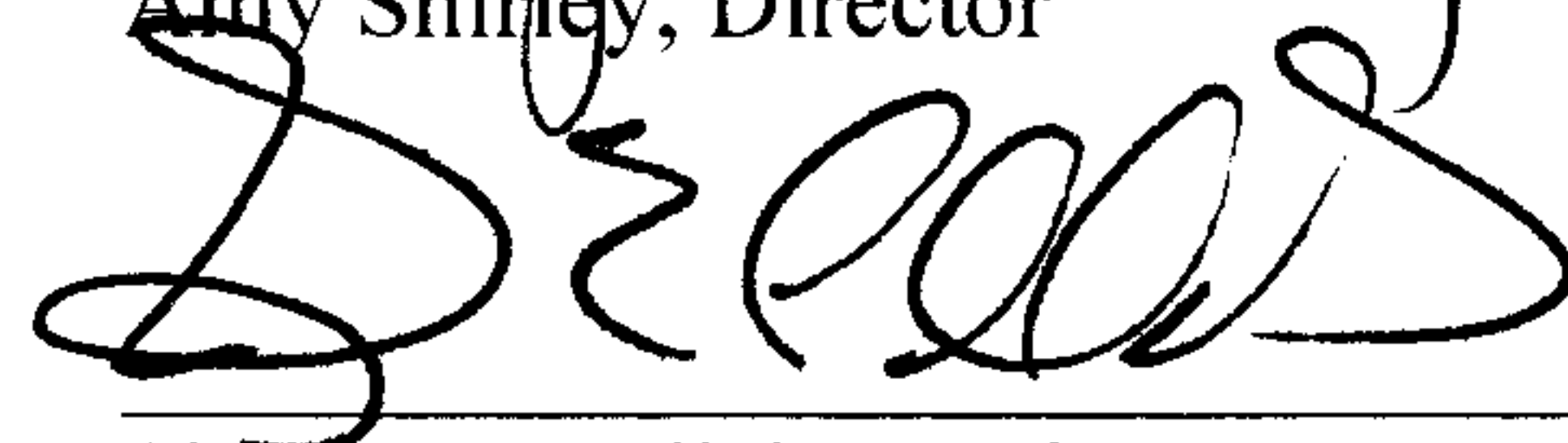
IN WITNESS WHEREOF, the undersigned Members have executed this Certificate of Formation of this the 15th day of June, 2016.



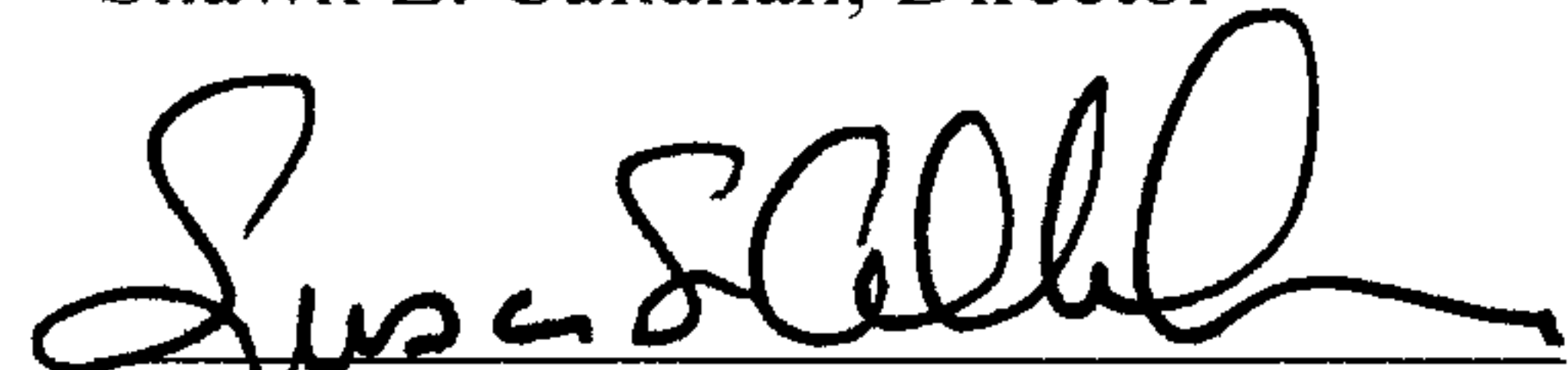
Charles J. Shirley, Director



Amy Shirley, Director



Shawn E. Callahan, Director



Susan S. Callahan, Director

STATE OF ALABAMA
COUNTY OF SHELBY

§
§

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Charles J. Shirley, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this 8 day of June, 2016.




Notary Public

My commission expires: _____

MY COMMISSION EXPIRES MAY 15, 2017


STATE OF ALABAMA
COUNTY OF SHELBY

§
§


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Shelby Cnty Judge of Probate: AL
06/23/2016 09:18:17 AM FILED/CERT

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Amy Shirley, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this 8 day of June, 2016.


Notary Public

My commission expires: _____

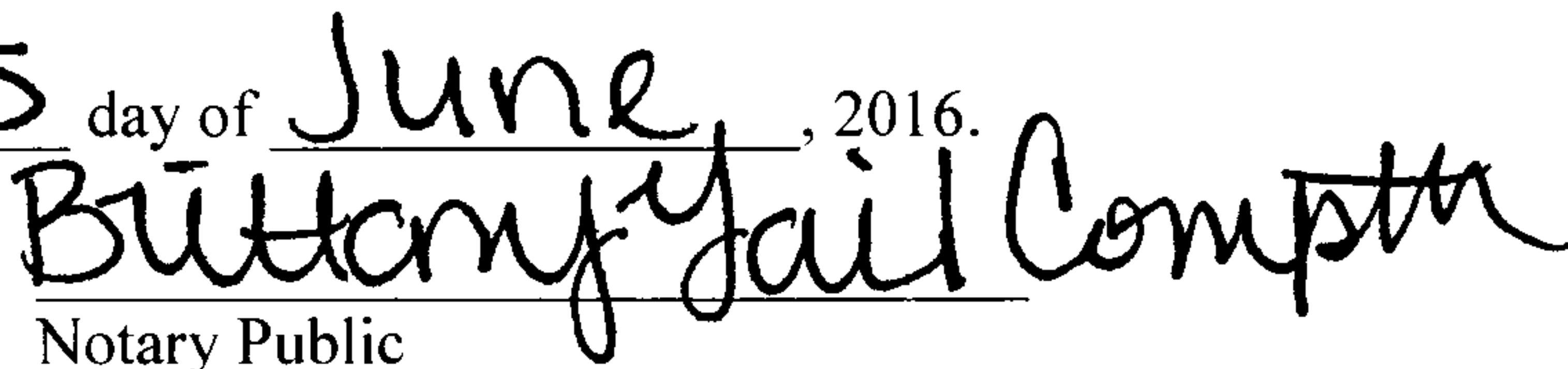
MY COMMISSION EXPIRES MAY 15, 2017

STATE OF ALABAMA
COUNTY OF SHELBY

§
§

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Shawn E. Callahan, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this 15 day of June, 2016.


Notary Public

My commission expires: _____

MY COMMISSION EXPIRES OCTOBER 11, 2017



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Shelby Cnty Judge of Probate, AL
06/23/2016 09:18:17 AM FILED/CERT

STATE OF ALABAMA
COUNTY OF SHELBY

§
§

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Susan S. Callahan, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this 15 day of June, 2016.

Brittany Gail Compton
Notary Public

My commission expires: _____

MY COMMISSION EXPIRES OCTOBER 11, 2017

This document prepared by:
Christopher E. Allen, Attorney
601 Greensboro Avenue – Suite 200
Tuscaloosa, Alabama 35401



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Shelby Cnty Judge of Probate, AL
06/23/2016 09:18:17 AM FILED/CERT

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Shawn E. Callahan, accept appointment as Registered Agent, and state that I am familiar with the duties as agent.

On this the 15 day of June, 2016.

Shawn E. Callahan

STATE OF ALABAMA
COUNTY OF SHELBY

§
§

I, the undersigned authority, a Notary Public in and for said county, in said State, hereby certify that Shawn E. Callahan, who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and on the day same bears date.

Given under my hand and official seal, this 15 day of June, 2016.

Notary Public

My commission expires: _____

MY COMMISSION EXPIRES OCTOBER 11, 2017

John H. Merrill
Secretary of State

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Shelby Cnty Judge of Probate, AL
06/23/2016 09:18:17 AM FILED/CERT

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Premier Healthcare, Incorporated

This name reservation is for the exclusive use of Charles J. Shirley, 7895 Highway
119 Suite 1, Alabaster, AL 35007 for a period of one year beginning May 20, 2016
and expiring May 20, 2017



RES724616

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

May 20, 2016

Date

J. H. Merrill

John H. Merrill

Secretary of State