

CORP
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P05952

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12-23-99

600003079186--1
-12/23/99--01044--009
*****78.75 *****78.75

REF. #: 0173. 9671

CORP. NAME: Health Care Property Investors, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
99 DEC 23 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6163 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PREPARED COPY
☐ CERTIFICATE OF STATUS

RECEIVED
99 DEC 23 AM 11:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials Menger

V. SHEPARD DEC 27 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

AHP OF TARPON SPRINGS, INC., a Florida corporation, L70481

,

INTO

HEALTH CARE PROPERTY INVESTORS, INC., a Maryland entity, P05952

File date: December 23, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
AHP OF TARPON SPRINGS, INC.
INTO
HEALTH CARE PROPERTY INVESTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging AHP of Tarpon Springs, Inc. with and into Health Care Property Investors, Inc. as approved by the Board of Directors of Health Care Property Investors, Inc. on December 16, 1999.

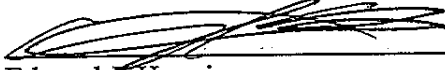
SECOND: The merger of AHP of Tarpon Springs, Inc. with and into Health Care Property Investors, Inc. is permitted by the laws of the jurisdiction of organization of Health Care Property Investors, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Health Care Property Investors, Inc. was December 16, 1999.

THIRD: Shareholder approval was not required for the merger.


[Signature Page Follows]

Executed on this 21st day of December, 1999.

AHP OF TARPON SPRINGS, INC.

By: 
Edward J. Henning
Senior Vice President

HEALTH CARE PROPERTY INVESTORS, INC.

By: 
Edward J. Henning
Senior Vice President

**PLAN OF MERGER
OF
AHP OF TARPON SPRINGS, INC.
INTO
HEALTH CARE PROPERTY INVESTORS, INC.**

1. Health Care Property Investors, Inc., which is a business corporation of the State of Maryland and is the parent corporation and the owner of all of the outstanding shares of AHP of Tarpon Springs, Inc., which is a business corporation of the State of Florida and a subsidiary corporation, hereby merges AHP of Tarpon Springs, Inc. into Health Care Property Investors, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Health Care Property Investors, Inc.

2. The separate existence of AHP of Tarpon Springs, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Health Care Property Investors, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of AHP of Tarpon Springs, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The proper officers of Health Care Property Investors, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.