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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1515

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
HCP TRS, INC.**

Certificate of Status	0
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Estimated Charge	\$1,478.75

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. HCP TRS, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.").

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1624589

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/07/2004 5. Perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/29/2004

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3760 Kilroy Airport Way, Suite 300, Long Beach, CA 90806

(Principal office address)

3760 Kilroy Airport Way, Suite 300, Long Beach, CA 90806

(Current mailing address)

8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee , Florida 32301  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By:

(Registered agent's signature)

**Matthew Young  
Asst. V. Pres.**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**Chairman: SEE ATTACHEDSECRETARY OF STATE  
TALLAHASSEE FLORIDA

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: SEE ATTACHED

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Eric J. Stambol \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Eric J. Stambol, Assistant Corporate Secretary \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA12A. Directors\*Addendum to 12.

Paul F. Gallagher  
Edward J. Henning  
Timothy M. Schoen

12B. Officers\*

James F. Flaherty III	President and Chief Executive Officer
Paul F. Gallagher	Executive Vice President
J. Alberto Gonzalez-Pita	Executive Vice President and Corporate Secretary
Edward J. Henning	Executive Vice President
Thomas M. Herzog	Executive Vice President and Chief Financial Officer
Thomas D. Kirby	Executive Vice President
Thomas M. Klaritch	Executive Vice President
Timothy M. Schoen	Executive Vice President
Susan M. Tate	Executive Vice President
Scott A. Anderson	Senior Vice President
Jonathan M. Bergschneider	Senior Vice President
Timothy A. Hall	Senior Vice President
Brian J. Maas	Senior Vice President and Assistant Corporate Secretary
Glenn T. Preston	Senior Vice President
Randall W. Rohner	Senior Vice President
Darrin L. Smith	Senior Vice President
Reid L. Babin	Vice President
Jeannine N. Bonesteele	Vice President
Darren J. Bordeaux	Vice President
Matthew A. Brill	Vice President and Treasurer
S. Paul Brown	Vice President
Jose M. Castro	Vice President
Michael A. Congdon	Vice President
Andrew Cressman	Vice President
James A. Croy	Vice President
Susan B. Cullen	Vice President
Thomas W. Hulme	Vice President
Michael S. Julian	Vice President
John Lu	Vice President
Kelly J. Manion	Vice President
George M. McIlwain	Vice President
Kimberley P. Myers	Vice President
Jeana H. Park	Vice President
Angela M. Playle	Vice President
Patrick J. Stangle	Vice President
John D. Stasinos	Vice President
Michelle L. Wood	Vice President
Eric J. Stambol	Assistant Corporate Secretary

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# Delaware

*The First State*

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PAGE SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HCP TRS, 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 NINTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HCP TRS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3851600 8300

100811654

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



AUTHENTICATION: 8160201

DATE: 08-09-10

Jeffrey W. Bullock, Secretary of State