

F 12000000784

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000222406750

02/20/12--01054--012 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 20 PM 3:49

2/21/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ventas AOC Operating Holdings, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sandra Chamberlain

Name of Person

Ventas, Inc.

Firm/Company

10350 Ormsby Park Place, Suite 300

Address

Louisville, KY 40223

City/State and Zip code

schamberlain@ventasreit.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra Chamberlain

Name of Person

at (502) 357-9382

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 20 PM 3:49

Enclosed is a check for the following amount:

☐

\$70.00 Filing Fee

☒

\$78.75 Filing Fee &
Certificate of Status

☐

\$78.75 Filing Fee &
Certified Copy

☐

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. Ventas AOC Operating Holdings, Inc.

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

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 27-4553679

(FEI number, if applicable)

4. 1/12/2011

(Date of incorporation)

5. perpetual

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

6. upon qualification

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

7. 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

(Principal office address)

10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

(Current mailing address)

8. Ventas AOC Operating Holdings, Inc. is a holdings company

(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)

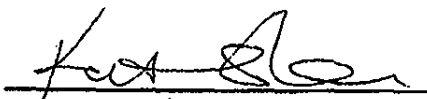
Name: C T Corporation System,

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.



(Registered agent's signature)

Katie Szramek
Assistant Secretary

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 20 PM 3:49

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 FEB 20 PM 3:49

A. DIRECTORS

Chairman: SEE ATTACHED

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. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Brian K. Wood, Senior Vice President & Treasurer

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

LIST OF DIRECTORS & OFFICERS

DIRECTORS:

Director: T. Richard Riney
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Director: Richard A. Schweinhart
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Director: Brian K. Wood
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

OFFICERS:

Executive Vice President and Associate Secretary: T. Richard Riney
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

President and Chief Financial Officer: Richard A. Schweinhart
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Senior Vice President and Treasurer: Brian K. Wood
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Vice President: Joseph D. Lambert
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

Secretary: Kristen M. Benson
Address: 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 FEB 20 PM 3:49

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "VENTAS AOC OPERATING HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF JANUARY, A.D. 2011, AT 12:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "VENTAS AOC OPERATING HOLDINGS, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB 20 PM 3:49



4926485 8310

120016257

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9276270

DATE: 01-05-12