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Division of Corporations

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

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FOREIGN PROFIT/NONPROFIT CORPORATION
HCP TAYLOR HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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TALLAHASSEE, FLORIDA

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11/6/13

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 Taylor Holdings, 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. 46-3933070
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/18/2013 5. Perpetual
(Date of incorporation) (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. 200 West Madison Street, Suite 970, Chicago, IL 60606
(Principal office address)
200 West Madison Street, Suite 970, Chicago, IL 60606
(Current mailing address)

8. Holding company for postsecondary educational institution
(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: CT 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.

CT Corporation System

By James M. Halpin James M. Halpin
(Registered agent's signature) 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.

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

A. DIRECTORS SEE ADDENDUM FOR ADDITIONAL DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Victor L. Maruri

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

Director: James A. Bland

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

B. OFFICERS

President: Victor L. Maruri

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

Vice President: James A. Bland

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

Secretary: David A. Prokop

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

Treasurer: James A. Bland

Address: 200 West Madison Street, Suite 970, Chicago, IL 60606

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. James A. Bland, Vice President

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

ADDENDUM

**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA
OF
HCP TAYLOR HOLDINGS, INC.**

12. The Names and business addresses of officers and/or directors (cont.)

A. DIRECTORS

Director: David A. Prekop
200 West Madison Street
Suite 970
Chicago, IL 60606

Director: Diana L. Hammond
5190 S.E. 125th Street
Bellevue, FL 34420

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Delaware

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The First State

I, JEFFREY W. HULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HCP TAYLOR HOLDINGS, 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 FOURTH DAY OF NOVEMBER, A.D. 2013.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0866995

DATE: 11-04-13