

MO3000000597

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

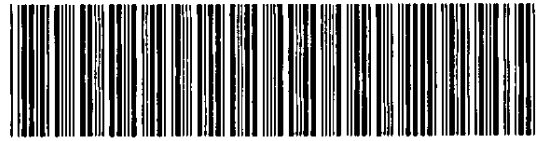
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500284536325

FILED
16 APR 14 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
16 APR 14 AM 11:25

APR 15 2016
J. HARRIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 100555 7452534
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

ORDER DATE : April 12, 2016
ORDER TIME : 9:31 AM
ORDER NO. : 100555-030
CUSTOMER NO: 7452534

FOREIGN FILINGS

NAME: MPG LUTZ, LLC

CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MGP Lutz, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Yury Tolentino
Name of Person

HCP, Inc.
Firm/Company

1920 Main Street, Suite 1200
Address

Irvine, CA 92614
City/State and Zip Code

HCP@cscinfo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Yury Tolentino at (949) 407-0700
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee \$30 Filing Fee & Certificate of Status \$55 Filing Fee & Certified Copy \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: MGP Lutz, LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M03000000597

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: February 19, 2003

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: S-H Thirty-Five PropCo – Lutz, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

16 APR 14 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
------------------------	-------------	----------------	-----------------------

_____	_____	_____	<input type="checkbox"/> Add
-------	-------	-------	------------------------------

_____	_____	_____	<input type="checkbox"/> Remove
-------	-------	-------	---------------------------------

_____	_____	_____	<input type="checkbox"/> Add
-------	-------	-------	------------------------------

_____	_____	_____	<input type="checkbox"/> Remove
-------	-------	-------	---------------------------------

_____	_____	_____	<input type="checkbox"/> Add
-------	-------	-------	------------------------------

_____	_____	_____	<input type="checkbox"/> Remove
-------	-------	-------	---------------------------------

_____	_____	_____	<input type="checkbox"/> Add
-------	-------	-------	------------------------------

_____	_____	_____	<input type="checkbox"/> Remove
-------	-------	-------	---------------------------------

_____	_____	_____	<input type="checkbox"/> Add
-------	-------	-------	------------------------------

_____	_____	_____	<input type="checkbox"/> Remove
-------	-------	-------	---------------------------------

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Kendall K. Young

Signature of the authorized representative
 By: S-H Thirty-Five Properties, LLC, its sole member
 By: S-H Thirty-Five PropCo Ventures, LLC, its sole member
 By: Kendall K. Young, Executive Vice President

Typed or printed name of signee

Remove
 16 APR 14 AM 8:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Filing Fee: \$25.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MGP LUTZ, LLC", CHANGING ITS NAME FROM "MGP LUTZ, LLC" TO "S-H THIRTY-FIVE PROPCO - LUTZ, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2016, AT 3:42 O'CLOCK P.M.



3618829 8100
SR# 20161946530

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202085164
Date: 04-02-16

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
MGP LUTZ, LLC

This certificate of Amendment to the Amended and Restated Certificate of Formation of MGP Lutz, LLC (the "Company"), as amended, is being duly executed and filed pursuant to Section 18-202 of the Delaware Limited Liability Company Act.

FIRST: The name of the limited liability company is MGP Lutz, LLC.

SECOND: The Amended and Restated Certificate of Formation of the Company, dated July 7, 2015, as amended on July 9, 2015, is hereby amended by deleting Article FIRST in its entirety and replacing it with the following new Article:

FIRST: The name of the limited liability company is S-H Thirty-Five PropCo – Lutz, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Amended and Restated Certificate of Formation on this 29th day of March, 2016.

By: _____



Name: Kendall K. Young

Title: Authorized Person