

Division of Corporations

M04 00000 3178

Florida Department of State  
Division of Corporations  
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
HCP DAS TRANCHE 1 GP, LLC

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### COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HCP DAS Tranche 1 GP, 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:

Maria Principe

Name of Person

DLA Piper LLP

Firm/Company

203 N. LaSalle Street, Suite 1900

Address

Chicago, IL 60601

City/State and Zip Code

maria.principe@dlapiper.com

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

For further information concerning this matter, please call:

Maria Principe

Name of Person

at ( 312 )

368-3404  
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: HCP DAS Tranche 1 GP, LLC
2. The Florida document number of this limited liability company is: M04000003178
3. Jurisdiction of its organization: Delaware
4. Date authorized to do business in Florida: 08/09/2004

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

- 5. New name of the limited liability company: Heartland Medical Properties GP II, 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 office 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: NRAI Services, Inc.
New Registered Office Address: 1200 South Pine Island Road
Plantation, Florida 33324

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.

Handwritten signature of Chris Buecher, If Changing Registered Agent, Signature of New Registered Agent

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

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

The current Member is removed and replaced with the new Member, further described as follows:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Member	Heartland Medical Properties Holdings II, LLC	c/o MB Real Estate Services Inc., 181 W. Madison Street, Suite 4700, Chicago, IL 60602	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Member	HCP Ventures IV REOC, LLC	1920 Main Street, Suite 1200 Irvine, CA 92614	<input type="checkbox"/> Add <input checked="" 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

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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.

By: Heartland Medical Properties Holdings II, LLC, as Member

*Peter Westmeyer*  
Signature of the authorized representative

Peter Westmeyer  
Typed or printed name of signee

Filing Fee: \$25.00

# Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HCP DAS TRANCHE 1 GP, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HEARTLAND MEDICAL PROPERTIES GP II, LLC" ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015, AT 3:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED  
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SECRETARY OF STATE  
DELAWARE



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

3836131 8320  
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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)