

NO4000003844

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400284536334

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2016 APR 14 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


RECEIVED  
DEPARTMENT OF REVENUE

16 APR 14 AM 11:25

K. SALY  
EXAMINER

APR 15

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

ACCOUNT NO. : I20000000195  
REFERENCE : 100555 7452534  
AUTHORIZATION :   
COST LIMIT : \$ 25.00

ORDER DATE : April 12, 2016  
ORDER TIME : 9:32 AM  
ORDER NO. : 100555-035  
CUSTOMER NO: 7452534

FOREIGN FILINGS

NAME: MPG PORT ST. LUCIE, 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 Port St. Lucie, 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 Port St. Lucie, 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: M04000003844

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: September 17, 2004

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

5. New name of the limited liability company: S-H Thirty-Five PropCo – Port St. Lucie, 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

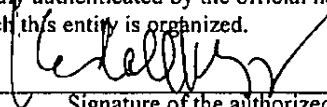
**FILED**  
**2016 APR 14 AM 8:00**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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.

  
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

Filing Fee: \$25.00

FILED  
2016 APR 14 AM 8:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

# 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 PORT ST. LUCIE, LLC", CHANGING ITS NAME FROM "MGP PORT ST. LUCIE, LLC" TO "S-H THIRTY-FIVE PROPCO - PORT ST. LUCIE, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2016, AT 9:07 O'CLOCK A.M.

FILED  
2016 APR 14 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

3825170 8100  
SR# 20161927077

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

Authentication: 202081821  
Date: 04-01-16

**CERTIFICATE OF AMENDMENT**  
**TO**  
**AMENDED AND RESTATED CERTIFICATE OF FORMATION**  
**OF**  
**MGP PORT ST. LUCIE, LLC**

FILED  
2016 APR 14 AM 8:00  
SECRETARY OF STATE  
FALLAH ASSESSMENT

This certificate of Amendment to the Amended and Restated Certificate of Formation of MGP Port St. Lucie, 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 Port St. Lucie, 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 – Port St. Lucie, LLC."

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

By: Kendall K. Young  
Name: Kendall K. Young  
Title: Authorized Person