

MD90000001802

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

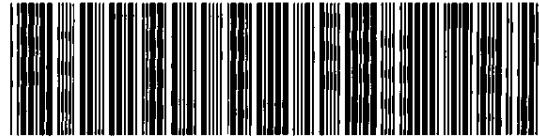
Special Instructions to Filing Officer:

L. SELLERS

MAY 13 2009

EXAMINER

Office Use Only



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05/12/09--01021--017 **125.00

FILED
09 MAY 12 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Custom capital tailored for growth.

Kristin M. Wheatley
Corporate Paralegal

Direct Dial: 502-357-9062

May 11, 2009

VIA FACSIMILE

Florida Department of State
2661 Executive Center Circle
Tallahassee, FL 32314

**Re: Expedited Request (Same day service)-
Application for Foreign LLC Authorization**

Dear Sir or Madam:

Please let this letter serve as our request for the filing of Application of a Foreign LLC for the following:

- VTR-EMRTS Holdings, LLC
- PSLT-ALS Properties III, LLC

All requested documents should be returned via facsimile (502-357-9451) or via Federal Express using the following Federal Express account information:

Ventas, Inc. Federal Express Acct. No.: 2279-6039-6

Addressed to:

Kristin M. Wheatley

Ventas, Inc.

10350 Ormsby Park Place, Suite 300

Louisville, KY 40223

(502) 357-9062

(502) 357-9451 (fax)

If anything additional is required or if you need to speak with me, please call me at (502) 357-9062.

Thank you for your assistance in these matters.

Sincerely,

A handwritten signature in cursive script that reads 'Kristin M. Wheatley'.

Kristin M. Wheatley

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VTR-EMRTS Holdings, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Dana J. Baker
(Name of Person)

Ventas, Inc.
(Firm/Company)

10350 Ormsby Park Place, Suite 300
(Address)

Louisville, KY 40223
(City/State and Zip Code)

For further information concerning this matter, please call:

Dana J. Baker at (502) 357-9380
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. VTR-EMRTS Holdings, LLC
(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 26-4747258
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 04/24/2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 10350 Ormsby Park Place, Suite 300
Louisville, KY 40223
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

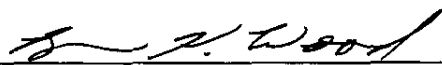
Richard A. Schweinhart, 10350 Ormsby Park Place, Suite 300, Louisville, KY 40223

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

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

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Brian K. Wood, Manager
Typed or printed name of signee

FILED
09 MAY 12 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

VTR-EMRTS Holdings, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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 608, Florida Statutes.

C T Corporation System

Stacia L. Taylor

By:

Stacia L. Taylor
(Signature)

Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
09 MAY 12 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VTR-EMRTS HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF APRIL, A.D. 2009.

4678215 8300

090415937

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7276341

DATE: 04-30-09