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Foreign Limited Liability Company  
SHP IV HERITAGE OAKS, LLC

Certificate of Status	0
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Page Count	06
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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SHP IV Heritage Oaks, 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:

Jan R. Ezell, Corporate Paralegal

Name of Person

Alston & Bird LLP

Firm/Company

1201 West Peachtree Street

Address

Atlanta, GA 30309-3424

City/State and Zip Code

stacee.smith@prudential.com

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

For further information concerning this matter, please call:

Jan R. Ezell

Name of Person

at ( 404 ) 881-7442

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
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

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TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SHP IV Heritage Oaks, 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 (Jurisdiction under the law of which foreign limited liability company is organized) 3. 80-0811805 (FBI number, if applicable)

4. 10/19/2011 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. PREI Law Department, 7 Giralda Farms, Madison, NJ 07940 (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: SHP IV Florida, LLC, PREI Law Department, 7 Giralda Farms, Madison, NJ 07940

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 investment

Signature of a member or an authorized representative of a member.

(In accordance with section 601.403(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.) John W. Dark (see attached)

Typed or printed name of signee

FILED SECRETARY OF STATE TALLAHASSEE FLORIDA 2012 MAY -3 AM 9:29

**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:

SHP IV Heritage Oaks, LLC

If unavailable, the alternate 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

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*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

By:

Connie Bryan  
(Signature)

**Connie Bryan**  
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)

**ATTACHMENT TO APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
FOR  
SHP IV HERITAGE OAKS, LLC**

SHP IV HERITAGE OAKS, LLC

By: SHP IV Florida, LLC, a Delaware limited liability company, its sole member

By: SHP IV, L.L.C., a Delaware limited liability company, its sole member

By: Senior Housing Partnership Fund IV, L.P., a Delaware limited partnership, its member

By: Senior Housing Partnership Fund IV, L.L.C., a Delaware limited liability company, its general partner

By: Prudential Investment Management, Inc., a New Jersey corporation, its managing member

By: /s/ John W. Dark

Name: John W. Dark

Title: Vice President

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By: Senior Housing Partners IV, L.P., a Delaware limited partnership, its member

By: Senior Housing Partners IV, L.L.C., a Delaware limited liability company, its general partner

By: Prudential Investment Management, Inc., a New Jersey corporation, its managing member

By: /s/ John W. Dark

Name: John W. Dark

Title: Vice President

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHP IV HERITAGE OAKS, 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 SECOND DAY OF MAY, A.D. 2012.

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

FILED  
2012 MAY -3 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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120499906

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9544583

DATE: 05-02-12