

**M12000002622**

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
12 MAY 10 PM 1:57  
DEPARTMENT OF STATE  
DIVISION OF SUPPORT SERVICES  
TALLAHASSEE, FLORIDA

FILED  
12 MAY 10 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**C. LEWIS**

MAY 11 2012

**EXAMINER**



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 198657 7159174

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 160.00

ORDER DATE : May 10, 2012

ORDER TIME : 1:27 PM

ORDER NO. : 198657-035

CUSTOMER NO: 7159174

FOREIGN FILINGS

NAME: OPC II MOB OWNER LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** OPC II MOB Owner 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:

Joseph A. Strull

Name of Person

Hogan Lovells US LLP

Firm/Company

875 Third Avenue

Address

New York, New York 10022

City/State and Zip Code

Joseph.Strull@hoganlovells.com

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

For further information concerning this matter, please call:

Joseph A. Strull

Name of Person

at (212)

918-3211

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

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. OPC II MOB Owner 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.

(FEI number, if applicable)

4. 5-4-2012

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing

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

7. c/o HCP, Inc. 3760 Kilroy Airport Way, Suite 300, Long Beach, CA 90806

(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:

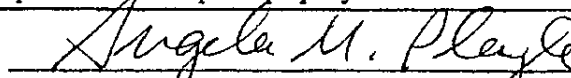
HCP DAS Tranche 1 GP, LLC

3760 Kilroy Airport Way, Suite 300

Long Beach, CA 90806

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: To acquire, own, hold,  
manage, operate, improve and develop real property



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. 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.)

Angela M. Playle, Vice President of HCP DAS Tranche 1 GP, LLC (member)

Typed or printed name of signer

**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:

OPC II MOB Owner 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.*

Corporation Service Company

By: Sonya L. Cordell

(Signature)

Sonya L. Cordell  
Assistant VP

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

FILED  
12 MAY 10 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPC II MOB OWNER 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 TENTH DAY OF MAY, A.D. 2012.

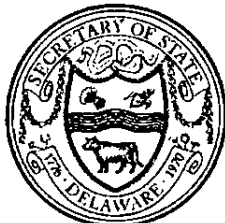
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPC II MOB OWNER LLC" WAS FORMED ON THE FOURTH DAY OF MAY, A.D. 2012.

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

5149983 8300

120539825

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: 9562708

DATE: 05-10-12