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2015 JUL 16 A 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUL 17 2015

3 MASON

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

ACCOUNT NO. : I20000000195

REFERENCE : 710446 4301771

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : July 16, 2015

ORDER TIME : 3:28 PM

ORDER NO. : 710446-100

CUSTOMER NO: 4301771

FOREIGN FILINGS

NAME: S-H THIRTY-FIVE OPCO - LAKE
WORTH, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. S-H Thirty-Five OpCo - Lake Worth, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o HCP Inc., 1920 Main Street, Suite 1200

Irvine, CA 92614

(Street Address of Principal Office)

6. c/o HCP Inc., 1920 Main Street, Suite 1200

Irvine, CA 92614

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Corporation Service Company

By: _____

(Registered agent's signature)

Courtney Williams
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Mgr. S-H Thirty-Five OpCo - Ventures, LLC

c/o HCP, Inc. 1920 Main Street, Suite 1200

Irvine, CA 92614

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

/s/ Kendall K. Young

Signature of an authorized person

(In accordance with section 605.0203, 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.)

Kendall K. Young, Executive Vice President

Typed or printed name of signee

Delaware

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The First State

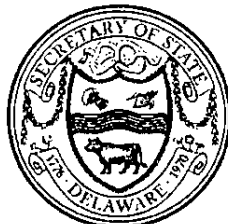
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S-H THIRTY-FIVE OPCO - LAKE WORTH, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "S-H THIRTY-FIVE OPCO - LAKE WORTH, LLC" WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2015.

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

5714678 8300

151036905



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2546138

DATE: 07-10-15