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TALLAHASSEE FLORIDA

APR 14 2016
J. HARRIS

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

ACCOUNT NO. : I20000000195

REFERENCE : 100555 7452534

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : April 12, 2016

ORDER TIME : 9:36 AM

ORDER NO. : 100555-010

CUSTOMER NO: 7452534

FOREIGN FILINGS

NAME: S-H THIRTY-FIVE PROPCO -
WILLOWWOOD, 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: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: S-H Thirty-Five PropCo - Willowood, 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:

Yury Tolentino

Name of Person

HCP, Inc.

Firm/Company

1920 Main Street, Suite 1200

Address

Irvine, California 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	949	407-0700
_____ Name of Contact Person	at (_____)	_____ 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:

- | | | | |
|---|---|--|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input type="checkbox"/> \$160.00 Filing Fee, Certificate
of Status & Certified Copy |
|---|---|--|---|

**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 PropCo - Willowood, 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 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (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)

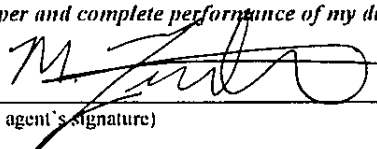
7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 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)

Melissa Zender
Asst. Vice President

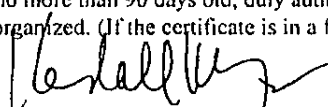
8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

S-H Thirty-Five Properties, LLC, its sole member

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)


Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

By: S-H Thirty-Five Properties, LLC, its sole member

By: S-H Thirty-Five PropCo Ventures, LLC, its managing member

Typed or printed name of signer By: Kendall K. Young, Executive Vice President

16 APR 19 AM 7:58
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DEPARTMENT 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 "S-H THIRTY-FIVE PROPCO - WILLOWWOOD, 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 THIRTEENTH DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "S-H THIRTY-FIVE PROPCO - WILLOWWOOD, LLC" WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4128775 8300

SR# 20162259238

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202137885

Date: 04-13-16