

M16000003205
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

Please retain original filing date of submission 4/15

To: Division of Corporations
Fax Number : (850) 617-6383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

2016 APR 18 PM 12:50

TALLAHASSEE, FLORIDA

Foreign Limited Liability Company
SHI-III WSL Port St. Lucie Operator, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

Attn: Stacey Warren

APR 19 2016
J. HARRIS

4/18/2016 12:11:36 PM From: To: 8506176383(4/7)

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SHI-III WSL Port St. Lucie Operator, 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:

Susan Bouchard

Name of Person

AEW Capital Management, L. P.

Firm/Company

Two Seaport Lane -- World Trade Center East

Address

Boston, Massachusetts 02210

City/State and Zip Code

sbouchard@aew.com

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

For further information concerning this matter, please call:

Name of Contact Person at (_____) _____
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

4/18/2016 12:11:36 PM From: To: 8506176383(2/7)
850-617-6381 4/18/2016 11:39:15 AM PAGE 1/001 Fax Server



April 18, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

RE-SUBMIT

SUBJECT: SHI-III WSL PORT ST. LUCIE OPERATOR, LLC
REF: W16000028450

Please retain original filing
date of submission 4/15

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Stacey M Warren
Regulatory Specialist II

FAX Aud. #: H16000094469
Letter Number: 316A00007927

2016 APR 18 PM 12:50
TALLAHASSEE, FLORIDA

16 APR 18 AM 10:05
STACEY M WARREN
REGULATORY SPECIALIST II
316A00007927

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. SII-11) WSL Port St. Lucie Operator, 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. _____ (FE number, if applicable)
(Jurisdiction under the law of which foreign limited liability company is organized)

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 AEW Capital Management, L.P. Two Seaport Lane, Boston, Massachusetts 02210
(Street Address of Principal Office)

6. c/o AEW Capital Management, L.P.
Two Seaport Lane - World Trade Center East, Boston, Massachusetts 02210
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: CT Corporation System Connie Buys
(Registered agent's signature) (Signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Joan Williams or Marc Vorkapich, Authorized Signatories c/o Watercrest 445 24th St. S300 Vero Beach, FL 32960
Christopher A. Kazantzis, Robert J. Plumb, James J. Finnegan, Pamela J. Herbst or Jeffrey Furber,
Authorized Signatories, AEW Capital Management, LP, Two Seaport Lane, Boston, Massachusetts 02210

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]
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.

Christopher A. Kazantzis, Authorized Signatory
Typed or printed name of signer

RECEIVED
16 APR 15 11:10:05
DEPARTMENT OF STATE
TALLAHASSEE, FL 32304

4/18/2016 12:11:36 PM From: To: 8506176383(6/7)

Attachment to SHI-III WSL Port St. Lucie Operator, LLC

c/o Watercrest Senior Living Group, LLC, 445 24th St., Suite 300, Vero Beach, FL 32960

Joan Williams-Authorized Signatory

Marc Vorkapich-Authorized Signatory

c/o AEW Capital Management, LP, Two Seaport Lane, Boston, MA 02210

Christopher A. Kazantis-Authorized Signatory

Robert J. Plumb -Authorized Signatory

James J. Finnegan-Authorized Signatory

Pamela J. Herbst-Authorized Signatory

Jeffrey Furber-Authorized Signatory

APR 15 11:05 AM
STATE OF FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHI-III WSL PORT ST. LUCIE OPERATOR, 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 ELEVENTH DAY OF APRIL, A.D. 2016.

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



6011284 8300

SR# 20162198028

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

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.

Authentication: 202123014

Date: 04-11-16