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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

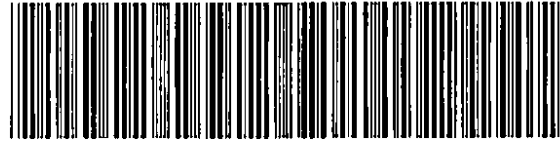
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
18 JAN 12 AM 10:44

RECEIVED
2018 JAN 12 PM 1:54
TALLAHASSEE, FLORIDA

K SALY
JAN 16 2018

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

ACCOUNT NO. : I20000000195

REFERENCE : 017462, 7775081

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : January 12, 2018

ORDER TIME : 10:06 AM

ORDER NO. : 017462-010

CUSTOMER NO: 7775081

FOREIGN FILINGS

NAME: WELLTOWER OPCO GROUP 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: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Welltower OpCo Group 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:

Aurora Kurth

Name of Person

Welltower Inc.

Firm/Company

4500 Dorr Street

Address

Toledo, Ohio 43615

City/State and Zip Code

akurth@welltower.com

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

For further information concerning this matter, please call:

Aurora Kurth

419

247-5724

at ()

Name of Contact Person

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 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. Welltower OpCo Group 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. 4500 Dorr Street 6. 4500 Dorr Street
(Street Address of Principal Office) (Mailing Address)
Toledo, Ohio 43615 Toledo, Ohio 43615

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 Emily Croft Emily Croft
(Registered agent's signature) Asst. Vice President

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

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Authorized Person	<u>Tracy W. Carte</u> <u>4500 Dorr Street</u> <u>Toledo, Ohio 43615</u>		

(Use attachments if necessary)

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)

10. 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.

DocuSigned by
Tracy W. Carte
E9A81EFFF1E4C425 Signature of an authorized person

Tracy W. Carte, Authorized Person

Typed or printed name of signer

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 12 AM 10:44

Delaware

The First State

Page 1


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WELLTOWER OPCO GROUP 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 TWELFTH DAY OF JANUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WELLTOWER OPCO GROUP LLC" WAS FORMED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2012.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 12 AM 10:46




Jeffrey W. Bullock, Secretary of State

5215585 8300

SR# 20180222960

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

Authentication: 201963345

Date: 01-12-18