FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 16 1996 8:00 am
Secretary of State

DOCUMENT # P05952 (7)

1. Corporation Name
HEALTH CARE PROPERTY INVESTORS, INC.

Principal Place of Business
10990 WILSHIRE #1200
LOS ANGELES CA 90024

Mailing Address
10990 WILSHIRE #1200
LOS ANGELES CA 90024

3. Date Incorporated or Qualified: 05/09/1985
3a. Date of Last Report: 03/16/1995
4. FEI Number: 33-0091377 ☐ Applied For ☐ Not Applicable

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

5. Certificate of Status Desired ☐ $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE ______

12. OFFICERS AND DIRECTORS

TITLE	PDC	☐ DELETE
NAME	ROATH, KENNETH B.	
STREET ADDRESS	10990 WILSHIRE #1200	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	V	☐ DELETE
NAME	REYNOLDS, JAMES G.	
STREET ADDRESS	10990 WILSHIRE #1200	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	D	☐ DELETE
NAME	MELBY, ORVILLE E.	
STREET ADDRESS	10990 WILSHIRE #1200	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	T	☐ DELETE
NAME	GHOSE, DEVASIS	
STREET ADDRESS	10990 WILSHIRE #1200	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	D	☐ DELETE
NAME	MCKEE, MICHAEL	
STREET ADDRESS	10990 WILSHIRE #1200	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	D	☐ DELETE
NAME	FANNING, ROBERT R. JR.	
STREET ADDRESS	10990 WILSHIRE 31200	
CITY-ST-ZIP	LOS ANGELES CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		☐ Change ☐ Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		☐ Change ☐ Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		☐ Change ☐ Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		☐ Change ☐ Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		☑ Change ☐ Addition
6.2 NAME		
6.3 STREET ADDRESS	10990 WILSHIRE # 1200	
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: DEVASIS GHOSE, SR VICE PRESIDENT 4/9/96 310-473-1990
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (12/95)

P05952

HEALTH CARE PROPERTY INVESTORS, INC.

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Officers and Directors

FEIN: 33-0091377

OFFICERS:

Kenneth B. Roath
Chairman, President & Chief Executive Officer
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

James G. Reynolds
Executive Vice President and Chief Financial Officer
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Devasis Ghose
Senior Vice President - Finance and Treasurer
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Edward J. Henning
Senior Vice President, General Counsel and Corporate Secretary
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Stephen R. Maulbetsch
Senior Vice President - Property and Acquisitions Analysis
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

David A. Young
Vice President - Business Development
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Thomas J. Zarse
Vice President - Construction and Development
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Terri L. Lundberg
Vice President - Investment Analysis
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

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DIRECTORS:

Mr. Paul V. Colony
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Mr. Robert R. Fanning, Jr.
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Michael D. McKee, Esq.
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Mr. Orville E. Melby
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Mr. Harold M. Messmer, Jr.
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

Mr. Peter L. Rhein
10990 Wilshire Boulevard, Suite 1200
Los Angeles, California 90024

April 27, 1995