

# PD6974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

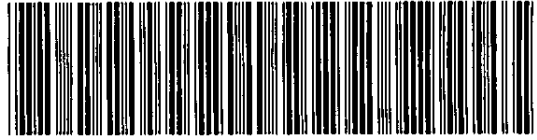
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
PREPARED BY  
15 SEP 30 PM 4:19  
TO ADDITIONAL OFFICE  
SUPERVISOR OF FILINGS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 SEP 30 AM 8:26

OCT 1 2015

C LEWIS

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

ACCOUNT NO. : I20000000195  
REFERENCE : 802509 7775081  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 35.00

ORDER DATE : September 29, 2015  
ORDER TIME : 3:22 PM  
ORDER NO. : 802509-010  
CUSTOMER NO: 7775081

FOREIGN FILINGS

NAME: HEALTH CARE REIT, INC.

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

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: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Health Care REIT, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** P06974

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amanda Church  
Name of Contact Person

Welltower Inc. (fka Health Care REIT, Inc.)  
Firm/Company

4500 Dorr St.  
Address

Toledo, Ohio 43615  
City/State and Zip Code

kfriedman@hcreit.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amanda Church at ( 419 ) 214-5780  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P06974

(Document number of corporation (if known))

15 SEP 30 AM 8:26  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1. Health Care REIT, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 08/05/1985

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 30, 2015

5. Welltower Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

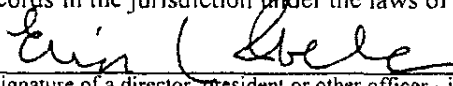
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Erin C. Ibele

(Typed or printed name of person signing)

Executive Vice President, Head of Human Capital and Corporate Secretary

(Title of person signing)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HEALTH CARE REIT, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WELLTOWER INC." ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2015, AT 2:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2015 AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



  
Jeffrey W. Bullock, Secretary of State

2058693 8320  
SR# 20150318626

Authentication: 10154904  
Date: 09-30-15

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)