

PI5000091074

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

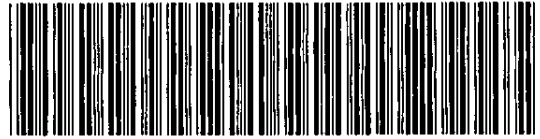
(Business Entity Name)

(Document Number)

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NC

SEP 30 2015
R. WHITE

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

ACCOUNT NO. : I20000000195

REFERENCE : 802509 7775081

AUTHORIZATION

Spuddean

COST LIMIT : \$ 35.00

ORDER DATE : September 29, 2015

ORDER TIME : 3:43 PM

ORDER NO. : 802509-005

CUSTOMER NO: 7775081

DOMESTIC AMENDMENT FILING

NAME: WELLTOWER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WellTower, Inc.

DOCUMENT NUMBER: P15000054074

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary Ellen Pisanelli
Name of Contact Person

Firm/ Company

1000 Jackson St.
Address

Toledo, Ohio 43604
City/ State and Zip Code

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

For further information concerning this matter, please call:

Mary Ellen Pisanelli at (419) 241-9000
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
2) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
3) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
4) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
5) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
6) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated September 24, 2015

Signature

Mary Ellen Pisanelli

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mary Ellen Pisanelli

(Typed or printed name of person signing)

Director

(Title of person signing)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WellTower, Inc.

DOCUMENT NUMBER: P15000054074

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