

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF REGISTRATION

OF

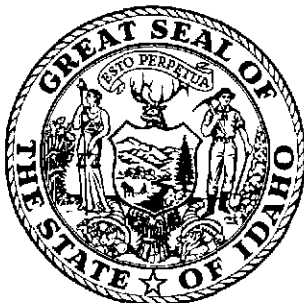
HEALTH CARE REIT, INC.

File Number C 120103

I, LAWERENCE DENNEY, Secretary of the State, hereby certify that an Application for Amended Foreign Registration has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Foreign Registration to reflect the name change from HEALTH CARE REIT, INC. to **WELLTOWER INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: September 30, 2015



Lawrence Denney
SECRETARY OF STATE

By *Christina*



AMENDMENT OF FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Base Filing fee: \$30.00.

Complete and submit the application in duplicate.

FILED EFFECTIVE

2015 SEP 30 PM 1:41

SECRETARY OF STATE
STATE OF IDAHO

1. Entity name: Health Care REIT, Inc.

2. The entity name is amended to: Welltower Inc.

a. If the new name is not available or permissible in Idaho, the name to be used in Idaho is:

3. The entity type is amended to:

- | | |
|--|--|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> General Partnership |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> General Cooperative Association |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership) |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust |

☐ Other: _____
(Provide unlisted foreign entity type here)

4. The entity's jurisdiction is amended to: _____

5. The street and mailing address(es) of its principal office is amended to:

(Street Address) (City) (State) (Zipcode)

(Mailing Address, if different) (City) (State) (Zipcode)

6. The name, capacity, and mailing address of the governor(s) is amended to:

(Name) (Capacity) (Address) (City) (State) (Zipcode)

(Name) (Capacity) (Address) (City) (State) (Zipcode)

Typed Name: Erin C. Ibele

Signature: *Erin C. Ibele*

Capacity: Executive Vice President

Secretary of State use only

IDAHO SECRETARY OF STATE

09/30/2015 05:00

CK: PREPAID CT: 1157 BH: 1494437

1@ 30.00 = 30.00 AMD FOR RE #2

1@ 20.00 = 20.00 EXPEDITE C #3

420103

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.



2058693 8320
SR# 20150318626

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10154904
Date: 09-30-15