



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

No Fee

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corp
Annual Report - Amended**

(Section 7-1.2-1501(e) of the General Laws of Rhode Island, 1956, as amended)

This form is only to be used to amend the current annual report on file with this office.

ANNUAL REPORT YEAR: 2011

1. Corporate ID No. 000053108

2. Name of Corporation HCP, Inc.

3. Street Address Principal Business Office:

No. and Street: 3760 KILROY AIRPORT WAY
SUITE 300

City or Town: LONG BEACH

State: CA Zip: 90806 Country: USA

5. State of Incorporation

State: MD

6. Brief Description of the Character of Business Conducted in Rhode Island

REAL ESTATE INVESTMENT TRUST

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	JAMES F. FLAHERTY III	3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 USA
SECRETARY	J. ALBERTO GONZALEZ-PITA	3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 USA
ASSISTANT COPORATE SECRETARY	ERIC J. STAMBOL	3760 KILROY AIRPORT WAY SUITE 300 LONG BEACH, CA 90806 USA
DIRECTOR	JAMES F FLAHERTY III	3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 USA
DIRECTOR	CHRISTINE N GARVEY	3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 USA
DIRECTOR	DAVID B HENRY	3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CWP		\$1.00	750,000,000.00	134183176

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 16 Day of March, 2011 at 10:16:32 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By ERIC J. STAMBOL
Signature of Authorized Representative of the Corporation

AUTHORIZED PERSON
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

