



State of Rhode Island
Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

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1. The name of the corporation is: Ventas, Inc.		
2. It is incorporated under the laws of: Delaware		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: 06/22/1987 And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 500 N Hurstbourne Parkway, Ste. 200, Louisville, KY 40222		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name C T Corporation System Street Address (NOT a P.O. Box) 450 Veterans Memorial Highway, Suite 7A		
City/Town East Providence	State RHODE ISLAND	Zip Code 02914

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Real Estate Holding Company

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS

Check the box to indicate an attachment ☒

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT		
VICE PRESIDENT	Brian K. Wood (Senior VP & Chief Tax Officer)	500 N Hurstbourne Parkway, Ste. 200, Louisville, KY 40222
TREASURER		
SECRETARY		

Check the box to indicate an attachment ☐

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

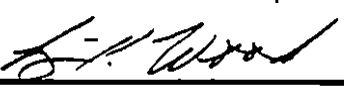
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
600,000,000,000	Common		\$0.2500
10,000,000,000	Preferred		\$1.000

10. An estimate, as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

0.002 %

11. An estimate, as a percentage, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

0.002 %

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> from the state or country of formation dated within 60 days of the date of this filing.	
13. Date when the Certificate of Authority will be effective: CHECK ONE BOX ONLY	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____	
14. <i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Authorized Officer Brian K. Wood, Senior Vice President & Chief Tax Officer	Date 11/28/2023
Signature of Authorized Officer of the Corporation 	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



State of Rhode Island
Department of State - Business Services Division

License Fee Worksheet
for a Certificate of Authority by a Foreign Business Corporation
Section 7-1.2-1602 of the General Laws of Rhode Island, 1956, as amended

Use worksheet to calculate the corporation's license fee:	
1. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located: \$ <u>23,000,000,000</u>	(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year: \$ <u>500,000</u>
c) Estimate, as a percentage, the proportion that the estimated value of the property of the corporation to be located within Rhode Island during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located: (Note: Divide (1b) by (1a) and multiply by 100 to obtain the percentage.) <u>0.002</u> %	
2. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year: \$ <u>4,300,000,000</u>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year: \$ <u>100,000</u>
(c) Estimate, as a percentage, the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year: (Note: Divide (2b) by (2a) and multiply by 100 to obtain the percentage.) <u>0.002</u> %	

*This worksheet is NOT a public document and will NOT be imaged.

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8. (a) The names and respective addresses of its directors

Name	Address
Melody C. Barnes	353 N Clark Street, Suite 3300, Chicago, IL 60654
Debra A. Cafaro	353 N Clark Street, Suite 3300, Chicago, IL 60654
Michael Embler	353 N Clark Street, Suite 3300, Chicago, IL 60654
Matthew J. Lustig	353 N Clark Street, Suite 3300, Chicago, IL 60654
Roxanne M. Martino	353 N Clark Street, Suite 3300, Chicago, IL 60654
Marguerite M. Nader	353 N Clark Street, Suite 3300, Chicago, IL 60654
Sean P. Nolan	353 N Clark Street, Suite 3300, Chicago, IL 60654
Walter C. Rakowich	353 N Clark Street, Suite 3300, Chicago, IL 60654
Sumit Roy	353 N Clark Street, Suite 3300, Chicago, IL 60654
James D. Shelton	353 N Clark Street, Suite 3300, Chicago, IL 60654
Maurice Smith	353 N Clark Street, Suite 3300, Chicago, IL 60654

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "VENTAS, INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND
HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE
BEEN PAID TO DATE.



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SR# 20233857494

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: 204487752

Date: 10-31-23