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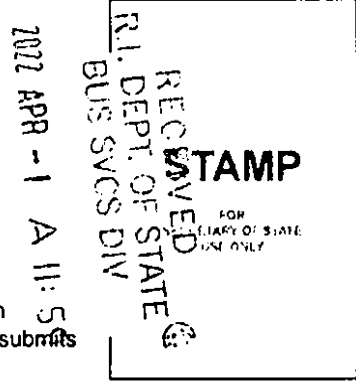


State of Rhode Island  
Department of State - Business Services Division

**Application for Amended Certificate of Authority**  
FOREIGN Business Corporation

→ Filing Fee: \$75.00 (\$235 for an increase in authorized shares)

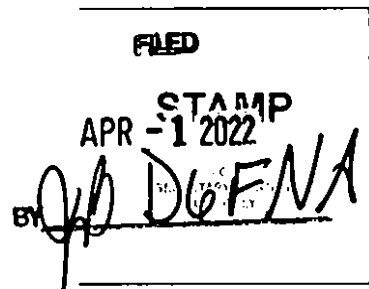
Pursuant to the provisions of RIGL 7-1.2-1411, the undersigned foreign corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

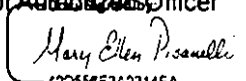


1. Entity ID Number: <b>001736522</b>		2. The name of the corporation is: <b>WELL Merger Holdco Inc.</b>	
3. It is incorporated under the laws of: <b>Delaware</b>		4. List the date the Certificate of Authority was issued by the RI Department of State: <b>02/23/2022</b>	
5. If the entity's name has changed, state the new name: <b>Welltower Inc.</b> <div style="text-align: right;">Check box to indicate no change <input type="checkbox"/></div>			
6. 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 transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:			
7. If the entity's purpose is changing complete the following section: <i>*The new purpose should include ALL activity to be transacted in the State of Rhode Island.</i>  <div style="display: flex; justify-content: space-between;"><span>Check the box to indicate an attachment <input type="checkbox"/></span><span>Check box to indicate no change <input checked="" type="checkbox"/></span></div>			

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

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.



<b>8. If there has been an increase in the authorized shares of the corporation complete the following section:                  *List ALL authorized shares as of this amendment.</b>			
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
700,000,000	Common		\$1.00
50,000,000	Preferred		\$1.00
Check the box to indicate an attachment <input type="checkbox"/>		Check box to indicate no change <input type="checkbox"/>	
8a. An estimate, as a <b>percentage</b> , 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. <i>(Note: Percentage obtained from worksheet.)</i>			.014% _____ %
8b. An estimate, as a <b>percentage</b> , 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. <i>(Note: Percentage obtained from worksheet.)</i>			.003% _____ %
9. If the entity's principal place of business is changing indicate the new principal address:			
			Check box to indicate no change <input checked="" type="checkbox"/>
10. As required by RIGL <u>7-1.2-105</u> , the corporation has paid all fees and taxes.			
11. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.			
11. Date when the Amended Certificate of Authority will be effective: <b>CHECK ONE BOX ONLY</b>			
<input 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) _____			
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>			
Name of Authorized Officer of the Corporation Mary Ellen Pisanelli			Date 3/22/2022
Signature of Authorized Officer 			



State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,  
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:

April 01, 2022 11:58 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

