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State of Delaware

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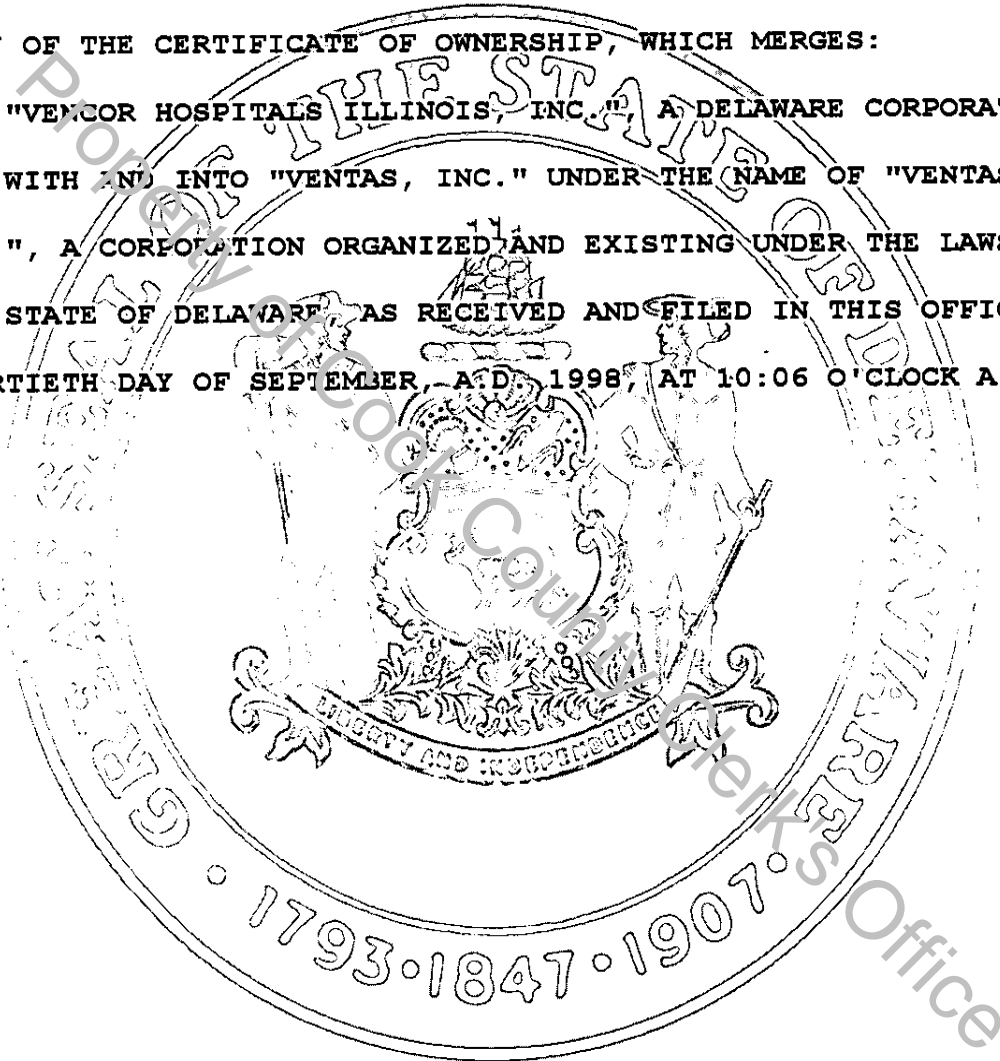
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Cook County Recorder 27.50  
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Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VENCOR HOSPITALS ILLINOIS, INC.", A DELAWARE CORPORATION, WITH AND INTO "VENTAS, INC." UNDER THE NAME OF "VENTAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 10:06 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9350870

DATE:

10-13-98

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## CERTIFICATE OF OWNERSHIP AND MERGER

### MERGING

VENCOR HOSPITALS ILLINOIS, INC.

### INTO

VENTAS, INC.

Ventas, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 22<sup>nd</sup> day of June 1987, pursuant to the Delaware General Corporation Law ("DGCL").

SECOND: That the Corporation owns all of the outstanding shares of capital stock of Vencor Hospitals Illinois, Inc., a Delaware corporation incorporated on the 18<sup>th</sup> day of March 1994 ("Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 29<sup>th</sup> day of September 1998, determined to merge Subsidiary into the Corporation pursuant to Section 253 of the DGCL.

"RESOLVED, that effective at the time of filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware, Vencor Hospitals Illinois, Inc., a Delaware corporation, shall be merged with and into

NY12526:903.7

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Ventas, Inc., a Delaware corporation, and Ventas, Inc. shall thereupon assume all of the obligations of Vencor Hospitals Illinois, Inc."

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Ventas at any time prior to the time that this Certificate of Ownership and Merger is filed with the Secretary of State of Delaware and becomes effective.

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IN WITNESS WHEREOF, said Ventas, Inc. has caused this Certificate of Ownership and Merger to be signed by T. Richard Riney, its Secretary, this 30<sup>th</sup> day of September 1998.

VENTAS, INC.

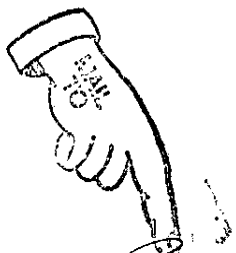
By: T. Riney

Name: T. Richard Riney  
Title: Secretary

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Property of Cook County Clerk's Office



Return To:

Lullivan & Cromwell  
125 Broad Street  
New York, New York 10004

Address of Properties Affected:

365 East North Avenue  
Northbrook, Illinois 60164  
and  
2544 West Monroe Avenue  
Chicago, Illinois 60618