

8591954

**When Recorded, mail to:**

Lowndes Drosdick Doster  
Kantor & Reed PA  
215 North Eola Drive  
Orlando, FL 32802  
Attn: Eddie Francis, Esq.  
[RE: MA2: SALT LAKE CITY]

8591954  
04/01/2003 09:28 AM 16.00  
Book - 8768 Pg - 7097-7100  
GARY W. OTT  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE  
BY: HNP, DEPUTY - WI 4 P.

Escrow No. 67986

[PARCEL ID #16-06-204-025]

***Special Warranty Deed***


MARRIOTT SENIOR LIVING SERVICES, INC., organized and existing under the laws of the State of Delaware, "GRANTOR," hereby conveys and warrants against all claiming by, through or under it to CNL RETIREMENT MA2 UTAH, LP, a Delaware limited partnership, "GRANTEE," for the sum of TEN DOLLARS and other good and valuable consideration, the following described tract of land in Salt Lake County, State of Utah:

See Exhibit "A" Attached Hereto And By Reference To Made a Part Hereof.

Subject to easements, covenants, restrictions, rights-of-way and reservations appearing of record, and taxes for the year 2003, and thereafter.

WITNESS the hand of said GRANTOR, this 28th day of March, A.D., 2003

**MARRIOTT SENIOR LIVING  
SERVICES, INC.,**  
a Delaware corporation

By:   
Timothy J. Grisius  
Authorized Signatory

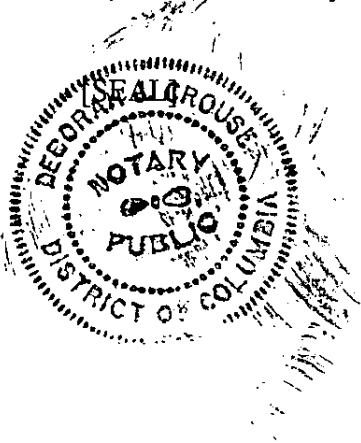
BK8768PG7097

City of Washington )  
 ) ss:  
District of Columbia )

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Timothy J. Grisius, as Authorized Signatory of Marriott Senior Living Services, Inc., a Delaware corporation, appeared before me in my jurisdiction aforesaid and acknowledged this document on its behalf, this 19th day of March, 2003.

  
Notary Public **Deborah J. Crouse**

My Commission Expires: November 14, 2004



**EXHIBIT "A"**

BEGINNING at the Southeast corner of Lot 1, Block 62, Plat "B", Salt Lake City Survey and running thence N00°02'49"W 280.06 feet; thence S89°56'29"W 330.15 feet; thence S00°03'16"E 115.02 feet; thence N89°56'30"E 109.54 feet; thence S00°03'14"E 165.04 feet; thence N19°56'31"E 220.57 feet to the point of beginning.

BK 8768 PG 7099

LESS AND EXCEPT:

(a) Agreement (relocation of Jordan and Salt Lake City Canal) between Salt Lake City Corporation and Marriott Senior Living Services, Inc. recorded as Entry No. 6962286 in Book 7976 at page 2411 of Official Records.

(b) A perpetual easement for telecommunication facilities granted to US West Communications by instrument recorded August 23, 1999 as Entry No. 7448853 in Book 8304 at Page 425 of Official Records.

GENBUS/200456.1

BK8768PG7100



Dated as of this 2nd day of May, 2018.

Signed, sealed and delivered  
in the presence of:

**Chicago Title Insurance Company**

Kate Van Zuidam  
UNOFFICIAL WITNESS  
Katharine Van Zuidam

Julie Hirschfeld  
By: Julie J. Hirschfeld  
Its: Vice President

STATE OF ILLINOIS )  
  )  
COUNTY OF COOK      )

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY, that Julie J. Hirschfeld personally known to me to be a Vice President of Chicago Title Insurance Company, a Florida corporation, appeared before me this day in person and severally acknowledged that as such Vice President, she delivered the said instrument as her free and voluntary act, and as the free and voluntary act and deed of said corporation and she signed it in my presence, for the uses and purposes therein set forth.

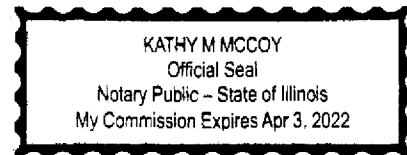
Given under my hand and official seal, this 2 day of May 2018.

[Signature]  
Notary Public  
My Commission expires: 4-3-2022 KMM

[NOTARY SEAL]

PREPARED BY:

Julie J. Hirschfeld  
Chicago Title Insurance Company  
10 S LaSalle Street Suite 3100  
Chicago, IL 60603



AFTER RECORDING PLEASE RETURN TO:

Jaclyn A. McNally  
Perkins Coie LLP  
131 South Dearborn, Suite 1700  
Chicago, IL 60603

Exhibit A:  
Name Change Documents  
[See Attached.]

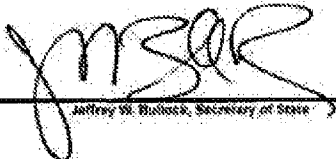
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL RETIREMENT MA2 UTAH, LP", CHANGING ITS NAME FROM "CNL RETIREMENT MA2 UTAH, LP" TO "HCP MA2 UTAH, LP", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2006, AT 4:05 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3592954 8100  
SR# 20182852910

Authentication: 202545359  
Date: 04-19-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



**STATE OF DELAWARE  
AMENDMENT TO THE CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
CNL RETIREMENT MA2 UTAH, LP**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:


FIRST: The name of the Limited Partnership is CNL Retirement MA2 Utah, LP.

SECOND: Article I of the Certificate of Limited Partnership shall be amended as follows:

"The name of the limited partnership formed hereby is: HCP MA2 Utah, LP".

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 21<sup>st</sup> day of November 2006.

CNL Retirement MA2 GP Holding, L.L.C, a  
Delaware limited liability company, as  
General Partner

By:   
Sharon A. Jester

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:05 PM 11/21/2006  
FILED 04:05 PM 11/21/2006  
SRV 061072194 - 3592954 FILE

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "HCP MA2 UTAH, LP" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HCP MA2 UTAH, LP" TO "S-H FORTY-NINE PROPCO - SALT LAKE CITY, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2014, AT 1:18 O`CLOCK P.M.



3592954 8100V  
SR# 20182853668

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202545685  
Date: 04-19-18

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED PARTNERSHIP TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Limited Partnership first formed is Delaware.
  
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
  
- 3.) The date the Limited Partnership first formed is November 19, 2002.
  
- 4.) The name of the Limited Partnership immediately prior to filing this Certificate is HCP MA2 Utah, LP.
  
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is S-H Forty-Nine PropCo - Salt Lake City, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 15th day of August, 2014.

By: /s/ Carolyn Carlsen  
Carolyn Carlsen, Authorized  
Person

**CERTIFICATE OF FORMATION**

**OF**

**S-H FORTY-NINE PROPCO - SALT LAKE CITY, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

**FIRST:** The name of the limited liability company formed hereby is S-H Forty-Nine PropCo - Salt Lake City, LLC (the "Company").

**SECOND:** The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware, 19808.

**IN WITNESS WHEREOF,** the undersigned has executed this Certificate of Formation this 15th day of August, 2014.

By: /s/ Carolyn Carlsen  
Carolyn Carlsen, Authorized  
Person

Exhibit B:  
Legal Description

Beginning at the Southeast corner of Lot 1, Block 62, Plat "B", Salt Lake City Survey and running thence North 00°02'49" West 280.06 feet; thence South 89°56'29" West 330.15 feet; thence South 00°03'16" East 115.02 feet; thence North 89°56'30" East 109.54 feet; thence South 00°03'14" East 165.04 feet; thence North 89°56'31" East 220.57 feet to the point of beginning.

NOTE: Parcel Identification Number: 16-06-204-025