

Document Number Only

B980000000519

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

800002621178--1

-08/20/98--01069--022

***1837.50 ***1837.50

m98 914
Simon DeBARTO/ROSCHER Bakery Associates, L.P.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/6/5/1

☒ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ After 4:30

☒ Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 4:15:20 AM
Tallahassee, FL 32301

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/20
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Please call Jeff Butterfield
if any problems/questions.

THANKS !
8/20/98

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 1:19

1. Simon DeBartolo/Rosche Bakery Associates, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware
(State of Formation)
4. May 18, 1998
(Date of Formation)
5. C T Corporation
(Name of Registered Agent for Service of Process)
6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Donnie Bryan
SPECIAL ASSISTANT SECRETARY
(Agent must sign on this line)
8. The Corporation Trust Company
1209 Orange Street, Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office)
9. NAME OF GENERAL PARTNER STREET ADDRESS
\$93000005528
Simon DeBartolo Group, Inc. National City Center, 115 W. Washington St.
Suite 1540, Indianapolis, IN 46204
10. National City Center, 115 W. Washington St., Suite 1540, Indianapolis, IN 46204
(Office where Names, Addresses and Contributions of Limited Partners are kept)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 1:1912. National City Center, 115 W. Washington St., Suite 1540, Indianapolis, IN 46204

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 4th day of August, 1998.

SIMON DEBARTOLO GROUP, INC., its General Partner

By: R. Foxworthy

Randolph L. Foxworthy, Executive Vice President

STATE OF INDIANACOUNTY OF MARIONOn this 4TH day of AUGUST, 19 98RANDOLPH L. FOXWORTHY personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____Donna L. McLaughlin
(Notary Public Signature)DONNA L. McLAUGHLIN
(Notary's Printed Name)DONNA L. McLAUGHLIN
Notary Public State of Indiana
Morgan County

My Commission Expires: June 30, 2000

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared RANDOLPH L. FOXWORTHY, the Executive Vice President of Simon DeBartolo Group, Inc., the general partner of Simon DeBartolo/Rosche Bakery Associates, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$42,847,300.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$4,003,676.00.

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 4th day of August, 1998.

SIMON DEBARTOLO GROUP, INC., its General Partner

By: *R. Foxworthy*
 Randolph L. Foxworthy, Executive Vice President

STATE OF INDIANA

COUNTY OF MARION

On this 4TH day of AUGUST, 19 98

RANDOLPH L. FOXWORTHY personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Donna L. McLaughlin
 (Notary Public Signature)

DONNA L. MCLAUGHLIN
 (Notary's Printed Name)

DONNA L. MCLAUGHLIN
 Notary Public State of Indiana
 Morgan County
 My Commission Expires: June 30, 2000

Seal

My Commission Expires: _____

ORL95 86281.1 - CWC