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(Requestor's Name)

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155 Office Plaza Dr Ste A Tallahassee FL 32301  
PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE:** 8/9/13

**NAME:** WHEELER REAL ESTATE INVESTMENT TRUST, INC

**TYPE OF FILING:** APPLICATION

**COST:** 70.00

**RETURN:** PLAIN COPY PLEASE

**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Wheeler Real Estate Investment Trust, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Becky Schiefer  
Name of Person

Firm/Company

2529 Virginia Beach Blvd. Suite 200  
Address

Virginia Beach, Virginia 23452  
City/State and Zip code

jon@whlr.us ✓  
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Jon S. Wheeler at (757) 627-9088  
Name of Person Area Code & Daytime Telephone Number

### STREET/COURIER ADDRESS:

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

### MAILING ADDRESS:

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &  
Certificate of Status

\$78.75 Filing Fee &  
Certified Copy

\$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Whacker Real Estate Investment Trust, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland 3. 45-2681082  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 23, 2011 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2529 Virginia Beach Blvd. Suite 200, Virginia Beach, VA 23452  
(Principal office address)

2529 Virginia Beach Blvd. Suite 200, Virginia Beach, VA 23452  
(Current mailing address)

8. Real Estate Management Services  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 155 Office Plaza Drive

Tallahassee, Florida 32301  
(City) (Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Cellean McMahon

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Jon S. Wheeler

Address: 2529 Virginia Beach Blvd. Suite 200

Virginia Beach, VA 23452

~~Vice President:~~ Chief Financial Officer: Steven M. Baber

Address: 2529 Virginia Beach Blvd. Suite 200

Virginia Beach, VA 23452

Secretary: Robin A. Harisch

Address: 2529 Virginia Beach Blvd. Suite 200

~~Treasurer:~~ Virginia Beach, VA 23452

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jon S. Wheeler President

(Typed or printed name and capacity of person signing application)

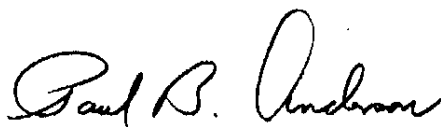
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STATE  
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FLORIDA

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE. AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

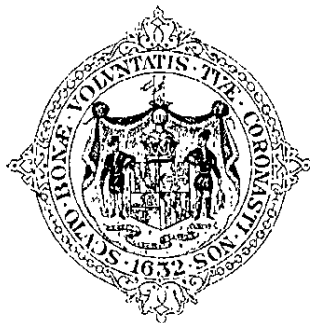
I FURTHER CERTIFY THAT WHEELER REAL ESTATE INVESTMENT TRUST, INC., INCORPORATED JUNE 23, 2011, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 09, 2013.



Paul B. Anderson  
Charter Division

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TAXATION DIVISION  
STATE OF MARYLAND



301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097