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FLORIDA PROFIT/NON PROFIT CORPORATION  
Swire Properties US Inc

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NOTE  
no punctuation  
in corp. name

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**ARTICLES OF INCORPORATION  
OF  
SWIRE PROPERTIES US INC**

**ARTICLE 1**

**Name**

The name of the corporation is **SWIRE PROPERTIES US INC** (hereinafter called the "Corporation").

**ARTICLE 2**

**Address**

The street address of the initial principal office and the mailing address of the corporation is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

**ARTICLE 3**

**Authorized Shares**

The number of shares that the Corporation is authorized to issue is:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$0.01	Common

**ARTICLE 4**

**Registered Office and Agent**

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131, and the name of its initial registered agent at that office is Gregg E. Toland.

**ARTICLE 5**

**Incorporator**

The name of the Incorporator is Gregg E. Toland, and the address of the Incorporator is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131.

**ARTICLE 6**

**Initial Directors**

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

**J. MEGAN KELLY**  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

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STEPHEN L. OWENS  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

GREGG E. TOLAND  
501 Brickell Key Drive, Suite 600  
Miami, Florida 33131

**ARTICLE 7**

**Indemnification of Officers and Directors**

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE 8**

**Bylaws**

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation as of December 15, 2009.

  
\_\_\_\_\_  
Gregg E. Toland, Incorporator

**CONSENT OF REGISTERED AGENT  
SWIRE PROPERTIES US INC**

The undersigned, Gregg E. Toland, whose business address is 501 Brickell Key Drive, Suite 600, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of SWIRE PROPERTIES US INC, a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.

  
\_\_\_\_\_  
Gregg E. Toland, Registered Agent

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