845066

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

000331080360

No. B 45066

STATE MUTUAL INVESTORS INC.

PRINCIPAL PLACE OF BUSINESS DELAWARE

PAID ON $3.53

PERMIT ISSUED 1-25-80

Corp-46
1-27-75

845066

A-1584

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
10 POST OFFICE SQUARE, BOSTON, MASS. 02109 - (617) 482-4420

January 14, 1980

new foreign

Re: State Mutual Investors Inc.

Secretary of State
Att: Ms. Amy Kemp
Corporation Division
The Capitol
Tallahassee, Florida 32304

RECEIVED
DEPT. OF STATE
000364 JAN 23 80
REVENUE

Dear Sir:

Pursuant to the instructions of counsel:

Henry L. Ferguson, III, Atty.
State Mutual Investors Inc.
440 Lincoln Street
Worcester, MA 01605

846798

OK

file as of 1/25

We enclose for filing the necessary documents to qualify the above corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by:

_____ Letter _____ Telegram XX Telephone (1-800-225-2034)

If, for any reason, filing cannot be effected promptly, please notify us of the details by:

_____ Letter _____ Telegram XX Telephone (1-800-225-2034)

The usual evidence of filing should be sent to this office. Thank you.

C. TAX 30
FILING 15
R. AGENT FEE 3
C. COPY
TOTAL 48
N. BANK
BALANCE DUE
REFUND

845066

1-30

Very truly yours

C T CORPORATION SYSTEM

By Marie Goffredo
Marie Goffredo

FILED
JAN 25 4 18 PH '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(1) State Mutual Investors, Inc.
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR "CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3) July 19, 1979 (4) Perpetual
(DATE OF INCORPORATION) (PERIOD OF DURATION)

(5) 100 West Tenth Street, Wilmington, Delaware 19801
(ADDRESS OF PRINCIPAL OFFICE)

(6) C T CORPORATION SYSTEM
(NAME OF FLORIDA REGISTERED AGENT)

C/O C T CORPORATION SYSTEM
100 BISCAYNE BLVD.
(STREET ADDRESS OF REGISTERED OFFICE)

MIAMI	FLORIDA	33132
(CITY)		(ZIP CODE)

FILED
JAN 25 4 16 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(7) Any lawful act or activity
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

(8) NAMES OF OFFICERS		SPECIFIC ADDRESS
SEE ATTACHED RIDER	(P)	
	(S)	
	(T)	
	(V)	

NAMES OF DIRECTORS		SPECIFIC ADDRESS
	(D)	
	(D)	
	(D)	
	(D)	

(9)
(CURRENT MAILING ADDRESS FOR ANNUAL REPORT MAILING PURPOSES)

(CITY) (STATE) (ZIP CODE)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(10) 1,000 Shares of common stock $.10 par
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE)

Value Per Share

(11) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTE ACCOUNTING PRINCIPLES.

A.	ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	$ 30,000,000
B.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	$ 4,000,000
C.	ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	$ 1,200,000
D.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR	$ -0-
E.	TOTAL OF "A" AND "B"	$ 34,000,000
F.	TOTAL OF "C" AND "D"	$ 1,200,000
G.	DIVIDE "F" BY "E"	.0353
H.	MULTIPLY "G" BY TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE)	# 3.53

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES CALCULATED IN "H" ABOVE.

PRESIDENT ~~XXXXXXXXXXXXXXXX~~

Henry L. Ferguson III
SECRETARY ~~XXXXXXXXXXXXXXXXXXXXXX~~

A-1584

STATE OF MASSACHUSETTS

COUNTY OF WORCESTER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 11th DAY OF January, 19 80, BY Frederic L. Dupre
(NAME OF OFFICER)

President OF State Mutual Investors Inc.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

MY COMMISSION EXPIRES March 14, 1980.

Margarita Savasta
NOTARY PUBLIC

MARGARITA SAVASTA
NOTARY PUBLIC
MY COMMISSION EXPIRES
MARCH 14, 1980

(SEAL)

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO ACT AS REGISTERED AGENT HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM

Richard B. Ford
(NAME AND TITLE OF OFFICER)

Richard B. Ford, Assistant Secretary

RIDER

NAME	OFFICE	ADDRESS
Frederick Fedeli	Chairman	440 Lincoln Street Worcester, Mass. 01605
Frederic L. Dupre	President	440 Lincoln Street Worcester, Mass. 01605
Henry L. Ferguson III	Asst. V. President, Secretary & Counsel	440 Lincoln Street Worcester, Mass. 01605
Marshall L. Williams	Vice President	440 Lincoln Street Worcester, Mass. 01605
Robert T. Leach	Controller (Chief Financial Officer)	440 Lincoln Street Worcester, Mass. 01605
Robert J. Freeman	Treasurer	440 Lincoln Street Worcester, Mass. 01605
Stewart F. Oakes	Director	Worcester Plaza Worcester, Mass. 01608
Frederick Fedeli	Director	440 Lincoln Street Worcester, Mass. 01605
Frederic L. Dupre	Director	440 Lincoln Street Worcester, Mass. 01605
Byron Menides	Director	440 Lincoln Street Worcester, Mass. 01605
Barlow Kelly	Director	356 Main Street Worcester, Mass. 01608
Thomas R. Mulroy	Director	52nd Fl., National Plaza Chicago, Ill. 60603
Maurice D. Weinrobe	Director	Clark University 950 Main Street Worcester, Mass. 01610
Jacob Hiatt	Director	Agrand Street Worcester, Mass. 01607

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(1) State Mutual Investors, Inc.
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR "CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

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(INCORPORATED UNDER LAWS OF)

(3) July 19, 1979 (DATE OF INCORPORATION)
(4) Perpetual (PERIOD OF DURATION)

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(NAME OF FLORIDA REGISTERED AGENT)

C/O C T CORPORATION SYSTEM
100 BISCAYNE BLVD.
(STREET ADDRESS OF REGISTERED OFFICE)

MIAMI (CITY) FLORIDA 33132 (ZIP CODE)

(7) Any lawful act or activity
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

FILED
JAN 25 4 19 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(8) NAMES OF OFFICERS — SPECIFIC ADDRESS

SEE ATTACHED RIDER (P)
(S)
(T)
(V)

NAMES OF DIRECTORS — SPECIFIC ADDRESS

(D)
(D)
(D)
(D)

(9)
(CURRENT MAILING ADDRESS FOR ANNUAL REPORT MAILING PURPOSES)

(CITY) (STATE) (ZIP CODE)

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(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE)

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G.	DIVIDE "F" BY "E"	.0353
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PRESIDENT XXXXXXXXXXXXXXXXXX

SECRETARY OR XXXXXXXXXXXXXXXXXX

STATE OF MASSACHUSETTS

COUNTY OF WORCESTER

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(NAME OF OFFICER)

President OF State Mutual Investors Inc.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

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Margarita Savasta
NOTARY PUBLIC

(SEAL)

MARGARITA SAVASTA
NOTARY PUBLIC
MY COMMISSION EXPIRES
MARCH 14, 1980

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C T CORPORATION SYSTEM

Richard B. Ford
(NAME AND TITLE OF OFFICER)

Richard B. Ford, Assistant Secretary

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Maurice D. Weinrobe	Director	Clark University 950 Main Street Worcester, Mass. 01610
Jacob Hiatt	Director	Agrand Street Worcester, Mass. 01607

CERTIFICATE OF INCORPORATION

OF

STATE MUTUAL INVESTORS INC.

* * * * *

1. The name of the corporation (hereinafter called the "Corporation") is State Mutual Investors Inc.

2. The address of the registered office of the Corporation in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue shall be 1000, all of which shall have a par value of Ten Cents ($.10) and shall be of one class designated as Common Stock.

5. The name and mailing address of the incorporator is:

M. A. Ferrucci
100 West Tenth Street
Wilmington, Delaware 19801

6. The Corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

FILED
JAN 25 4 19 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

A-1584

8. The number of directors of the Corporation shall be such number as may be determined in the manner provided in the By-Laws. The directors shall be chosen in the manner provided in the By-Laws. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

9. Meetings of stockholders may be held outside the State of Delaware, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provisions of law) outside of the State of Delaware.

10. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

11. The Corporation shall indemnify to the full extent permitted by law and by the By-Laws of the Corporation any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, such

person's testator or intestate is or was a director, officer, employee or agent of the Corporation or serves or served any other corporation, partnership, joint venture, trust or other enterprise as a director, officer, employee, agent or trustee at the express or implied request of the Corporation.

12. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate in any manner now or hereafter prescribed by law, and all rights herein conferred upon the stockholders are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of July, 1979.

M. A. Ferrucci

M. A. Ferrucci

plf

State of DELAWARE

Office of SECRETARY OF STATE

FILED
JAN 25 4 19 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Certificate of Incorporation of the "State Mutual Investors Inc.", as received and filed in this office the nineteenth day of July, A.D. 1979, at 11 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* tenth *day of* January *in the year of our Lord one thousand nine hundred and* eighty.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 121

845066

State Mutual Investors

RECEIVED
JAN 29 12 PH '80
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

January 2[illegible], 1980

Mrs. Nettie Sims
Bureau Chief
Corporations Division
Secretary of State
Tallahassee, Florida 32301

Re: Qualification in Florida of
State Mutual Investors Inc.

Dear Mrs. Sims:

I certainly appreciate your help today!

As I promised, this letter will confirm my telephonic explanation of The State Mutual Investors (the "Trust")/State Mutual Investors Inc., relationship.

The Trust is a Massachusetts business trust which qualified in Florida on October 25, 1974. The Shareholders of the Trust are currently voting on a proposal to conver the Trust to a corporation. That corporation will be State Mutual Investors Inc., a Delaware corporation (the "Corporation").

At the present time, while the Trust owns two undeveloped parcels of land in Florida (and has no other contacts in the State), the Corporation has no contacts at all in Florida. It will only be upon the consummation of the conversion of the Trust into the Corporation, that the Corporation will succeed to the ownership of the Trust's assets, including the two Florida properties.

Therefore, at the same time that the Corporation acquires the Florida assets, the Trust will have been merged out of existence. The Shareholders will vote at a meeting on January 31, 1980 and the conversion will take place the same day, if it is approved.

845066

440 Lincoln Street, Worcester, Massachusetts 01605 (617) 852-1095

Mrs. Nettie Sims
Bureau Chief
Corporation Division
Page 2

January 25, 1980

The Trust hereby consents to the qualification in Florida of State Mutual Investors Inc.

If there are any forms to be completed after the conversion to "withdraw" the Trust from Florida, please send them to me.

Sincerely yours,

Henry L. Ferguson III

Henry L. Ferguson III
Vice President,
Secretary and Counsel

HLF/s

cc: Ms. Marie Coffredo
The Corporation Trust Company
10 Post Office Square
Boston, Massachusetts 02109

845066

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
700 SOUTH FLOWER STREET, SUITE 1010, LOS ANGELES, CAL 90017 • (213) 680-1900

September 16, 1981

7879 10/01/81 845066
005 1 25.00 CS

RE: STATE MUTUAL INVESTORS INC. (DELAWARE DOMESTIC)
Change the Name To: FIRST CITY PROPERTIES INC.
Job Number Nu 25598-3

COUNSEL: Melvyn C. Embree, Atty.
Gibson, Dunn & Crutcher
515 S. Flower St., Ste. 4600
Los Angeles, CA 90071

pending

SECRETARY OF STATE
Division of Corporations
The Capitol
Monroe Street
Tallahassee, Fla. 32304

Dear Sir:

Pursuant to your letter dated September 8, 1981, copy attached, our check in the amount of $25.00 has been signed and is herewith returned. We apologize for this oversight on our behalf.

We hope that you will now be able to file the amendment documents changing the name as referenced above.

Very truly yours,

C T CORPORATION SYSTEM

Ramona Meza
Ramona Meza
Service Representative

RECEIVED
DEPT. OF STATE
00024 0 SEP 22 81
REVENUE

done

RM:edc
Encl.

C. TAX
FILING 25
R. AGENT FEE
C. COPY
TOTAL 25
N. BANK
BALANCE DUE
REFUND

9-28-81

SEP 14 1981

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

September 8, 1981

GEORGE FIRESTONE
SECRETARY OF STATE

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM
ATTN: Ramona Meza
700 South Flower Street, Suite 1010
Los Angeles, CA 90017

Foreign Amend.

SUBJECT: STATE MUTUAL INVESTORS INC.

CHECK returned ; ~~XXXXXXX~~ AMOUNT DUE $25.00 ; DOCUMENT RETURNED ______;

DOCUMENT PENDING X .

1. ______ NAME IS NOT AVAILABLE.
2. ______ A current certified copy of your Articles of Incorporation and any amendments is required. The copy must be certified by the proper State official who has custody of the records pertaining to corporations in your State (WITHIN THE PAST NINE MONTHS).
3. ______ The certified copy must be legible. It must be a positive copy, black print with white background.
4. ______ Number(s) ______________ must be completed on our attached Corp. Form 31.
5. ______ Letters "G" and "H" should be corrected as follows, "G" SHOULD BE: __________, "H" SHOULD BE: __________. Please check your calculations.
6. ______ The attached must be completed for ______________________________.
7. ______ A resolution of the Board of Directors adopting a fictitious name for the use in Florida must be submitted.
8. ______ Registered Agent must be designated. Registered Agent failed to sign.
9. ______ The attached annual report must be completed and returned.
10. ______ Section 620.02, F. S., requires that Limited Partnerships be sworn to. The words "SWEAR TO or SWORN TO" must be in the document.
11. ______ Original signatures of all partners must be obtained or we must have a copy of the power of attorney.
12. ______ The exact amount of invested capital must be listed on Line 3. The report must be signed by the general partner or the preparer.
13. ______ The above limited partnership was cancelled ______________, for failure to file the annual report(s) for the year(s) ______________.
14. ______ To Reinstate the above L. P., 620.31, F. S., requires that all delinquent reports and fees must be filed and paid prior to the issuance of a preliminary certificate. Please complete and return the attached report(s) with the proper filing fee(s).
15. ______ We have no record of the above document(s) in our files.
16. __X__ OTHER: Please sign and return attached check within thirty days to avoid cancellation.

CHA 103
Rev. 1-79

kmb

845066

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company.

700 SOUTH FLOWER STREET, SUITE 1010, LOS ANGELES, CAL. 90017 • (213) 680-1500

August 24, 1981

RE: STATE MUTUAL INVESTORS INC. (Delaware Domestic)
Changing Name To: FIRST CITY PROPERTIES INC.
NU 25598-3

COUNSEL: Melvyn C. Embree, Attorney
Gibson, Dunn & Crutcher
515 South Flower Street, Suite 4600
Los Angeles, California 90071

RECEIVED
DEPT. OF STATE
000320 AUG 27 81
REVENUE

SECRETARY OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32304

name change

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state, a certified copy of the Certificate of Amendment changing the name as referenced above and an Application for Amended Certificate of Authority.

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

8-31

Very truly yours,

C T CORPORATION SYSTEM

Ramona Meza
Ramona Meza
Service Representative

AUG 28 3 20 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.
RM:mm

SPECIAL INSTRUCTIONS:

C. TAX
F. 25
R. AGENT FEE
C. COPY 25
TOTAL
R. & CK
BALANCE DUE
REFUND

A-2037

845066

AMENDMENT

STATE MUTUAL INVESTORS INC. 845066

changing the name of the above to:

FIRST CITY PROPERTIES INC.

FILED: 8-28-81

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32301

August 31, 1981

GEORGE FIRESTONE
SECRETARY OF STATE

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

C T Corporation System
Attn: Ramona Meza
700 South Flower Street
Suite 1010
Los Angeles, Cal. 90017

SUBJECT: State Mutual Investors Inc.

DOCUMENT NUMBER: 845066

This will acknowledge receipt of the following:

1. XX Check(s) totalling $ 25.00
2. ____ Articles of Incorporation filed
3. XX Amendments to Articles of Incorporation filed 8-28-81, changing the name of the above to: First City Properties Inc.
4. ____ Articles of Merger or Consolidation filed
5. ____ Certificate of Withdrawal filed
6. ____ Limited Partnership filed
7. ____ Limited Partnership Annual Report filed
8. ____ Trademark Application filed
9. ____ Application for qualification filed ____________
10. ____ Reinstatement filed
11. ____ Articles of Dissolution filed
12. ____ OTHER:

ENCLOSED:

1. ____ Certified Copy(ies).
2. ____ Certificate(s) Under Seal.
3. ____ Photocopy(ies).
4. ____ OTHER:

CORP 100 (5-81)
dcc

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32301

August 31, 1981

GEORGE FIRESTONE
SECRETARY OF STATE

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

C T Corporation System
Attn: Ramona Meza
700 South Flower Street
Suite 1010
Los Angeles, Cal. 90017

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5. ____ Certificate of Withdrawal filed
6. ____ Limited Partnership filed
7. ____ Limited Partnership Annual Report filed
8. ____ Trademark Application filed
9. ____ Application for qualification filed ____________
10. ____ Reinstatement filed
11. ____ Articles of Dissolution filed
12. ____ OTHER:

ENCLOSED:

1. ____ Certified Copy(ies).
2. ____ Certificate(s) Under Seal.
3. ____ Photocopy(ies).
4. ____ OTHER:

CORP 100 (5-81)
dcc

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDED APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(1) STATE MUTUAL INVESTORS INC.
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST AMENDED APPLICATION)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3)A. IF THE AMENDMENT CHANGES THE NAME OF THE CORPORATION, HAS THE CHANGE BEEN EFFECTED UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION? yes (YES OR NO)

B. NAME OF CORPORATION AFTER AMENDMENT, ADDING THE WORD "CORPORATION", "COMPANY", OR "INCORPORATED" IF NOT CONTAINED IN THE NEW NAME OF THE CORPORATION

FIRST CITY PROPERTIES INC.

(4)A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES OF THE CORPORATION, IS THE CORPORATION AUTHORIZED TO DO SUCH BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION?
______ (YES OR NO)

B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA

No Change

Alan I. Casden
PRESIDENT OR VICE PRESIDENT
Alan I. Casden, Vice President

Jon W. Rasmussen
SECRETARY OR ASSISTANT SECRETARY
Jon W. Rasmussen, Secretary

STATE OF
COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 11th DAY OF August, 19 81, BY Alan I. Casden
(NAME OF OFFICER)

Vice President OF FIRST CITY PROPERTIES INC.,
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES 11-25-83.

OFFICIAL SEAL
DEBRA S. D'ALESSANDRO
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY
My Commission Expires November 25, 1983

Debra S. D'Alessandro
NOTARY PUBLIC

(SEAL)

(FLA. - 1978)

FILED
AUG 20 3 20 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
STATE MUTUAL INVESTORS INC.

The undersigned hereby certify, under penalty of perjury, that they are the Vice-President and Assistant Secretary, respectively, of State Mutual Investors Inc. and that the Amendment to the Certificate of Incorporation of State Mutual Investors Inc. set forth below, having been first approved and adopted by the Board of Directors of State Mutual Investors Inc., was submitted for approval of the stockholders at the Annual Meeting of Stockholders held June 12, 1981, and was duly adopted by the stockholders, all in accordance with the requirements of Section 242 of the Delaware Corporation Law.

The text of the Amendment is as follows: Article FIRST is hereby amended to read in its entirety as follows:
1. The name of this corporation is: First City Properties Inc.

Jon W. Rasmussen
Jon W. Rasmussen
Vice-President

ATTEST: Betty J. Mahon
Assistant Secretary

AUG 28 3 20 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CORPORATE SEAL

mnc

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Certificate of Amendment of the "State Mutual Investors Inc.", as received and filed in this office the twenty-fifth day of June, A.D. 1981, at 4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-fifth *day of* June *in the year of our Lord one thousand nine hundred and* eighty-one.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 120

A-2037

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

1981

THIS REPORT MUST BE ACCOMPANIED BY A $10 FEE

APPROVED AND FILED
JUN 2 9 10 AM 1981
FLORIDA DEPT. OF STATE
CORPORATIONS DIVISION
TALLAHASSEE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES
PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office

845066
STATE MUTUAL INVESTORS INC.
100 WEST TENTH STREET
WILMINGTON, DE. 19801

If above address is incorrect in any way, enter the correct address in Block 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address: 8121 E. Florence Ave.
P.O. Box No.:
City: Downey
State: California
Zip Code: 90240

3. Date Incorporated or Qualified to Do Business in Florida: 1/25/1980

4. Federal Employer Identification Number (FEIN): 04-2679255

5. Date of Last Report: 0800

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
		SEE ATTACHED SCHEDULE	

7. Registered Agent Information

Name: C T CORPORATION SYSTEM
Street Address (Do NOT Use P.O. Box Number): 100 BISCAYNE BOULEVARD
City, State and Zip Code: MIAMI, FL. 33132

To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with a fee of $3.

ALB 6/2

8. IMPORTANT — THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES ☐ NO X This is First Annual Report

9. IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 8 IS YES
Has said amendment been filed with this office?
YES ☐ NO ☐

10. See signature restrictions under instructions on reverse side of this form

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath.

Typed Name of Signing Officer: Betty T. Mahon
Signature: Betty T. Mahon
Title: Assistant Treasurer
Telephone Number: (213) 658-5410
Date: 2/27/81

NOTE: THE FILING FEE FOR THE 1980 ANNUAL REPORT IS $10.

845066 [illegible] 211 240 10.00

Name	Title	Address
William Belzberg	P	9665 Wilshire Blvd. Beverly Hills CA 90210
Alan I. Casden	V	8121 E. Florence Ave. Downey CA 90240
Jon W. Rasmussen	V/T/S	8447 Wilshire Blvd. Beverly Hills CA 90211
James Griffiths	V	P.O. Box 11151, Royal Centre 1055 West Georgia Street Vancouver C.C V6E 3S6
Clifford F. Dobler	V	9665 Wilshire Blvd. Beverly Hills CA 90210
Betty T. Mahon	T/S	8447 Wilshire Blvd. Beverly Hills CA 90211
Frederick Fedeli	D	440 Lincoln Street Worcester MA 01605
Samuel Belzberg	D	P.O. Box 11151, Royal Centre 1055 West Georgia Street Vancouver B.C. V6E 3S6
Miles L. Berger	D	180 North LaSalle STreet Suite 2800 Chicago IL 60601
Frederic L. Dupre	D	440 Lincoln Street Worcester MA 01605
W. Bernard Herman	D	Board of Trade Building 11 Adelaide Street, West Suite 205 Toronto, Ontario M5K 1L9
Bartow Kelly	D	W.C.I.S. 365 Main Street Worcester MA 01608
John D. McAlduff	D	P.O. Box 11151, Royal Centre 1055 West Georgia Street Vancouver B.C. V6E 3S6
Byron Menides	D	440 Lincoln Street Worcester MA 01605

(cont.)

Line 6 (cont.)

Name	Title	Address
Thomas R. Mulroy	D	Hopkins, Sutter, Mulroy, Davis & Cromartie One First National Plaza 52 Floor Chicago IL 60603
Stewart F. Oakes	D	Worcester Bancorp., Inc. One Worcester Plaza Worcester MA 01608
Daniel U. Pekarsky	D	P.O. Box 11151, Royal Centre 1055 West Gerogia Street Vancouver B.C. V6E 3S6
Maurice D. Weinrobe	D	Department of Economics Clark University 950 Main Street Worcester MA 01610
Elliot N. Yarmon	D	8 King Street-East Toronto, Ontario M5C 1B5

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT

1982

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

APPROVED AND FILED

APR 14 9 14 AM 1982

FLORIDA DEPT OF STATE CORPORATIONS DIVISION TALLAHASSEE, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $10 Required — Make Checks Payable To: Secretary of State

845066
FIRST CITY PROPERTIES INC.
~~100 WEST TENTH STREET~~
~~WILMINGTON, DE.~~ ~~19801~~

9171 Wilshire Blvd., Suite 310

Beverly Hills

California 90210

01/25/1980

04-2679255

06/02/1981

~~BELZBERG, WM~~	~~P~~	~~9665 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA~~
~~CASDEN, ALAN I~~	~~V~~	~~8121 E FLORENCE AVE~~	~~DOWNEY CA~~
~~RASMUSSEN, JON W~~	~~V/T/S~~	~~8447 WILSHIRE BLVD~~	~~BEVERLY HILL, CA~~
~~GRIFFITHS, JAMES~~	~~V~~	~~1055 W GA STREET~~	~~VANCOUVER CANADA~~
~~DOBLER, CLIFFORD F~~	~~V~~	~~9665 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA~~
~~MAHON, BETTY I~~	~~T/S~~	~~8447 WILSHIRE BLVD~~	~~BERVERLY HILLS, CA~~

SEE ATTACHED LIST

Registered Agent Information

C T CORPORATION SYSTEM

100 BISCAYNE BOULEVARD

MIAMI, FL. 33132

$3.00 additional fee required for Registered Agent change.

2/5/82

Thomas A. Bruns

Asst. Secretary

(213)274-5553

Officers:	Title	Street Address of Each Officer and Director	City and State
Belzberg, Wm.	P	9171 Wilshire Blvd.	Beverly Hills, CA
Casden, Alan I.	V	9171 Wilshire Blvd.	Beverly Hills, CA
Stapley, Stephen L.	V	9171 Wilshire Blvd.	Beverly Hills, CA
Friedman, Robert	V	9171 Wilshire Blvd.	Beverly Hills, CA
Bruns, Thomas A.	S	9171 Wilshire Blvd.	Beverly Hills, CA

Directors:	Street Address	City and State
Belzberg, Samuel	777 Hornby Street	Vancouver, B.C.
Belzberg, William	9171 Wilshire Blvd.	Beverly Hills, CA
Berger, Miles L.	180 No. LaSalle Street	Chicago, Ill.
Dupre, Frederic L.	440 Lincoln Street	Worcester, Mass.
Fedeli, Frederick	440 Lincoln Street	Worcester, Mass.
Menides, Byron	440 Lincoln Street	Worcester, Mass.
Pekarsky, Daniel U.	777 Hornby Street	Vancouver, B.C.

845066

STATEMENT OF CHANGE OF REGISTERED OFFICE

To the Secretary of State of the State of Florida

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Delaware, submits the following statement for the purpose of changing its registered office in the State of Florida.

FIRST: The name of the corporation is First City Properties Inc.

SECOND: The address of its present registered office is c/o C T Corporation System, 100 Biscayne Boulevard, Miami, Florida 33132.

THIRD: The address to which its registered office is to be changed is c/o C T Corporation System, 8751 West Broward Boulevard, Plantation, Florida 33324.

FOURTH: The name of its present registered agent is C T CORPORATION SYSTEM.

FIFTH: The name of its successor registered agent is No change

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated September 13, 19 82.

FIRST CITY PROPERTIES INC.
9171 Wilshire Boulevard - Suite 340
Beverly Hills, California 90210
(exact corporate name)

SIGNATURE BY: [signature]
(President or Vice President)
Robert B. Friedman/President

DATE November 15, 1982

C T CORPORATION SYSTEM

SIGNATURE BY: Mary B. Murray Asst. Secy
(Registered Agent)
12/3/82

DATE

TR

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT 1983

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

George Firestone
Secretary of State

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of $10 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office

845066
FIRST CITY PROPERTIES INC.
9171 WILSHIRE BLVD, STE ~~300~~ 340
BEVERLY HILLS, CA 90210

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Address NOT Sufficient
Street Address
P.O. Box No.
City
State / Zip Code

3. Date Incorporated or Qualified To Do Business in Florida: 01/25/1980

4. Federal Employer Identification Number (FEI): 04-2679255

5. Date of Last Report: 04/14/1982

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State	
BELZBERG, SAMUEL	D	777 HORNBY STREET	VANCOUVER, B.C.	D
FRIEDMAN, ROBERT	V	9171 WILSHIRE BLVD	BEVERLY HILLS, CA	D
BELZBERG, WM	P	9171 WILSHIRE BLVD	BEVERLY HILLS, CA	D
[illegible]	X	[illegible]	[illegible]	
[illegible]	X	[illegible]	[illegible]	
[illegible]	X	[illegible]	[illegible]	

PLEASE SEE ATTACHED STATEMENT

Registered Agent Information

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL 33324

8. Name and Address of New Registered Agent
Name
Street Address (DO NOT USE P.O. BOX NUMBER)
City, State and Zip Code

Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation ... submits this statement for the purpose of changing its registered office or registered agent ... in the State of Florida.

... such change was authorized by resolution duly adopted by its board of directors on ________ DATE ________

SIGNATURE ________
Registered Agent Accepting Appointment

$3.00 additional fee required for Registered Agent changes.

9. ... THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in its authorized number of shares since the last annual report?
YES ☐ NO X

10. ... Has said amendment been filed with this office?
YES ☐ NO ☐

See signature restrictions under instructions on reverse side of this form

11. ... Director, Officer, Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.

2/25/83

TREASURER, SECRETARY
(213)-550-1615

9171 Wilshire Boulevard, Suite 340
Beverly Hills, California 90210
(213) 550-1615

c/o Box 001
Beverly Hills, California 90210

FIRST CITY PROPERTIES INC.

OFFICERS & DIRECTORS	TITLE	STREET ADDRESS OF EACH OFFICER/DIRECTOR	CITY & STATE
OFFICERS			
Belzberg, William	Chairman, President	9171 Wilshire Blvd.	Beverly Hills, CA.
Friedman, Robert B.	Sr. V.P.	9171 Wilshire Blvd.	Beverly Hills, CA.
Crum, John	Treasurer, Secretary	9171 Wilshire Blvd.	Beverly Hills, CA.
DIRECTORS			
Belzberg, Samuel	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Belzberg, William	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Belzberg, Brent	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Berger, Miles	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Menides, Byron	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Pekarsky, Daniel U.	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
Weil, Charles Henri	Director	9171 Wilshire Blvd.	Beverly Hills, CA.
McAlduff, John D.	Director	9171 Wilshire Blvd.	Beverly Hills, CA.

CORPORATION
ANNUAL REPORT
1984

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of $10 Required — Make Checks Payable To: Secretary of State

Address of Corporation Principal Office

545C66
FIRST CITY PROPERTIES INC.
9171 WILSHIRE BLVD, STE 310
BEVERLY HILLS, CA 90210

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone Is NOT Sufficient

Street Address: 8383 Wilshire Blvd., Ste. 800
P.O. Box No.
City: Beverly Hills
State: California Zip Code: 90211

Incorporated or Qualified to Do Business in Florida	Federal Employer Identification Number if Exists	Date of Last Report
01/25/1980	04-2679255	04/22/1983

Names and Street Addresses of Each Officer and Director, as of December 31, 1983

	Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1	~~CRUM, JOHN~~	~~S/T~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
2	~~SELIGERG, WILLIAM~~	~~C/P~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
3	~~FRIEDMAN, ROBERT B~~	~~S/V~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
4	~~WEIL, CHARLES HENRI~~	~~D~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
5	~~BERGER, MILES~~	~~D~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
6	~~SELIGERG, SAMUEL~~	~~D~~	~~9171 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
	SEE ATTACHED			

Registered Agent Information

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL 33324

8. Name and Address of New Registered Agent
Name
Street Address (Do NOT Use P.O. Box Number)
City, State and Zip Code

Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, qualified under the laws of the state of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

Such change was authorized by resolution duly adopted by its board of directors on ...

SIGNATURE ... DATE ...
Registered Agent Accepting Appointment

$3.00 additional fee required for Registered Agent changes.

IMPORTANT — THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in authorized number of shares since the last annual report?
YES X NO

11. IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES
Has said amendment been filed with this office?
YES NO X

See signature restrictions under instructions on reverse side of this form.
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.

Date: 3/22/84

Typed Name of Signing Officer	Title	Telephone Number
John C. Crum	Secretary & Treasurer	(213) 852-0499

ITEM 6.

Samuel Belzberg	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
William Belzberg	D/P	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Miles L. Berger	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Daniel U. Pekarsky	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
John D. McAlduff	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Byron Menides	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Brent S. Belzberg	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Charles Henri Weil	D	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Robert B. Friedman	V	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Allen M. Condon	V	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
William D. Long	V	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
Max Wilson	V	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211
John C. Crum	S/T	8383 Wilshire Blvd., Ste. 800, Beverly Hills, CA 90211

1985

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $20 Required — Make Checks Payable To: Secretary of State

845066 0
FIRST CITY PROPERTIES INC.
8383 WILSHIRE BLVD
STE. #800
BEVERLY HILLS, CA 90211

01/25/1980 | 046267255 | 05/08/1984

See attached

Name of Officers and Directors	Title	Street Address of Each	City and State
~~CRUM, JOHN C~~	~~S/T/V~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
~~BELZBERG, SAMUEL~~	~~D~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
~~BELZBERG, WILLIAM~~	~~D/P~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
~~FRIEDMAN, ROBERT B~~ Leigh Crawford C.	~~V~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
~~BERGER, MILES L~~	~~D~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~
~~MCALDUFF, JOHN D~~	~~D~~	~~8383 WILSHIRE BLVD~~	~~BEVERLY HILLS, CA 0000~~

Registered Agent Information

C T CORPORATION SYSTEM
1755 W. BROWARD BLVD.
PLANTATION, FL 33324

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

Change was authorized by resolution duly adopted by its board of directors on

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, section 607.325 F.S.

Signature _______________ Date _______________

(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

IMPORTANT — THIS SECTION MUST BE COMPLETED — Has corporation amended its articles to reflect an increase in authorized number of shares since the last annual report? Yes ☒ No ☐

11. IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES. Has said amendment been filed with this office? Yes ☒x No ☐ If the answer is no, this report cannot be processed until this amendment has been filed. Enclosed

See signature instructions under instructions on reverse side of this form.

(Officer signing must be listed in Block)

Date

John C. Crum | Senior Vice President, Secretary and Treasurer | (213)852-0499

$3 additional fee required for a Certificate of Status

FIRST CITY PROPERTIES INC.

DIRECTORS AND OFFICERS LISTING

AS OF DECEMBER 31, 1984

DIRECTORS:

William Belzberg (Chairman)
Brent S. Belzberg
Samuel Belzberg
Miles L. Berger
John D. McAlduff
Byron Menides
Daniel U. Pekarsky

CORPORATE OFFICERS:

William Belzberg	-	President and Chief Executive Officer
Carleton C. Leedy, Jr.	-	Executive Vice President and Chief Operating Officer
John C. Crum	-	Senior Vice President, Secretary, Treasurer and Chief Financial Officer
James N. Guthrie, Jr.	-	Senior Vice President
Martin G. Roberts	-	Senior Vice President
Dan A. Penn	-	Vice President, Controller and Assistant Secretary
Michelle F. Higbie	-	Vice President and Assistant Treasurer
Keenan Behrle	-	Assistant Secretary
Steven Shulman	-	Vice President
James E. Doyle III	-	Vice President
Marc Belzberg	-	Vice President

Note: Offices for all directors and officers are located at:
8383 Wilshire Boulevard, Suite 800
Beverly Hills, CA 90211

ROGERS, TOWERS ET AL

Requester's Name

116 1/2 East Jefferson Street

Address

Tallahassee, FL 32302 222-7200

City State ZIP Phone #

Please call Connie or Pat if any problems

CORPORATION(S) NAME

First City Properties Inc

(to)

First City Industries Inc

845066

FILED
1985 AUG 30 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) AMENDMENT ( ) MERGER

( ) FOREIGN ( ) DISSOLUTION ( ) TRADEMARK

( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION
( ) REPSTATEMENT ( ) OTHER

( ) CERTIFIED COPY ( ) PHOTO COPIES ( ) CERTIFICATE UNDER SEAL

(√) WALK IN ( ) WILL WAIT (√) PICK UP ( ) MAIL OUT ( ) CALL ( ) AFTER 4:00

Name Availability	BH 8-30-85
Document Examiner	SRZ
Updater	SRZ
Updater Verifier	SRZ
Acknowledgement	SRZ
W.P. Verifier	SRZ

8/30/85
3:00

NAME CHANGE

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDED APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) FIRST CITY PROPERTIES INC.
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST AMENDED APPLICATION)

(2) Delaware
(INCORPORATED UNDER LAWS OF)

(3)A. IF THE AMENDMENT CHANGES THE NAME OF THE CORPORATION, HAS THE CHANGE BEEN EFFECTED UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION? Yes (YES OR NO)

B. NAME OF CORPORATION AFTER AMENDMENT, ADDING THE WORD "CORPORATION", "COMPANY", OR "INCORPORATED" IF NOT CONTAINED IN THE NEW NAME OF THE CORPORATION

FIRST CITY INDUSTRIES INC.

(4)A. IF THE AMENDMENT CHANGES, LIMITS OR ENLARGES THE BUSINESS PURPOSES OF THE CORPORATION, IS THE CORPORATION AUTHORIZED TO DO SUCH BUSINESS UNDER THE LAWS OF ITS JURISDICTION OF INCORPORATION? N/A (YES OR NO)

B. PROPOSED BUSINESS PURPOSES WITHIN FLORIDA
No change in business purpose within Florida

John Crum, Sr. Vice President

Keenan Behrle, Asst. Secretary

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 20th DAY OF August, 1985, BY John Crum and Keenan Behrle,
(NAME OF OFFICER)

Sr. Vice President and Assistant Secretary, respectively OF FIRST CITY INDUSTRIES INC.,
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES April 14, 1986

OFFICIAL SEAL
JOAN E CHUBB
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
(SEAL) My comm. expires APR 14, 1986

JOAN E. CHUBB NOTARY PUBLIC

(FLA. - 734 - 1/10/78)

State of Delaware

FILED

'85 AUG 30 [illegible] 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Secretary of State

I, MICHAEL HARKINS, 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 FIRST CITY PROPERTIES INC. FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 1985, AT 10 O'CLOCK A.M.

: : : : : : : : : : : :

Michael Harkins

Michael Harkins, Secretary of State

AUTHENTICATION: 10533358

DATE: 06/14/1985

725163073

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

FIRST CITY PROPERTIES INC.

(Pursuant to Section 242)

William Belzberg and John C. Crum certify that:

1. They are the President and Secretary, respectively, of First City Properties Inc., a Delaware corporation.

2. Article One of the Articles of Incorporation of said corporation is hereby amended in its entirety to to read as follows:

> "The name of this corporation is First City Industries Inc."

3. The foregoing amendment has been approved by the Board of Directors of said corporation by Unanimous Written Consent.

4. The foregoing amendment was approved by the shareholders of said corporation at the Annual Meeting held on April 22, 1985; the total number of outstanding shares entitled to vote with respect to the foregoing amendment

was 8,698,613; and the number of shares voting in favor of the foregoing amendment was 7,018,272, which exceeded the vote required, such required vote being a majority of the outstanding shares of the corporation.

The undersigned declare under penalty of perjury under the laws of the State of Delaware that the statements contained in the foregoing Certificate are true and correct of their own knowledge.

Executed at Beverly Hills, CA, on May 30, 1985.

W. Belzberg

William Belzberg, President

ATTEST:

John C. Crum, Secretary

845666

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
800 SOUTH FIGUEROA STREET, SUITE 1000, LOS ANGELES, CAL. 90017 • (213) 627-8252

April 14, 1986

RE: FIRST CITY INDUSTRIES INC. (Del. Dom.)

COUNSEL: Steve Ziven, Attorney
First City Properties Inc.
8383 Wilshire Blvd., Suite 800
Beverly Hills, CA 90211

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation, which is authorized to do business in your state,

Withdrawal documents

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM

Ramona Meza
Ramona Meza
Service Representative

Please Call Our Toll Free Number 1-800-421-8686

RM/ecl
Encls.

SPECIAL INSTRUCTIONS:

FILED
APR 16 2 44 PM '86
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
1986 APR 15 PM 3 41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name
Document
Examiner 4/16
Updater 4/16
Updater
Verifier
Acknowledged
W. P. Verifier

F. TAX
FILING 75
CERTIFIED
TOTAL 75
N. BANK
BALANCE DUE
REFUND

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

FILED
MAR 16 2 44 PM '86
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST CITY INDUSTRIES INC.
(NAME OF CORPORATION)

Delaware
(INCORPORATED UNDER LAWS OF)

THIS CORPORATION IS NO LONGER TRANSACTING BUSINESS WITHIN THE STATE OF FLORIDA AND HEREBY VOLUNTARILY SURRENDERS ITS AUTHORITY TO TRANSACT BUSINESS IN FLORIDA.

THIS CORPORATION REVOKES THE AUTHORITY OF ITS REGISTERED AGENT IN FLORIDA TO ACCEPT SERVICE OF PROCESS AND CONSENTS THAT SERVICE OF PROCESS IN ANY ACTION, SUIT OR PROCEEDING BASED UPON ANY CAUSE OF ACTION ARISING IN FLORIDA DURING THE TIME THE CORPORATION WAS AUTHORIZED TO TRANSACT BUSINESS MAY THEREAFTER BE MADE ON THIS CORPORATION BY SERVICE ON THE DEPARTMENT OF STATE.

THE FOLLOWING IS A CURRENT POST OFFICE ADDRESS TO WHICH THE DEPARTMENT OF STATE MAY MAIL A COPY OF ANY PROCESS AGAINST THIS CORPORATION THAT MAY BE SERVED ON THE DEPARTMENT.

8383 Wilshire Blvd., Suite 800
(POST OFFICE ADDRESS)

Beverly Hills, CA 90211
(CITY) (STATE) (ZIP CODE)

SENIOR VICE PRESIDENT
Chief Financial Officer
John Crum

~~SECRETARY OR~~ ASSISTANT SECRETARY
Keenan Behrle

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 11th DAY OF March, 19 86, BY John Crum
(NAME OF OFFICER)

Sr. Vice President, OF FIRST CITY INDUSTRIES INC.,
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

MY COMMISSION EXPIRES April 14, 1986

NOTARY PUBLIC Joan E. Chubb

OFFICIAL SEAL
JOAN E CHUBB
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires APR 14, 1986

(SEAL)

FILING FEE $15.00

(FLA. - 341 - 1/10/78)