

845066

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

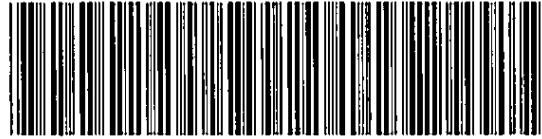
(Business Entity Name)

(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

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

Re: State Mutual Investors Inc.

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

Dear Sir:

Pursuant to the instructions of counsel:

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

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 ☒ Telephone (1-800-225-2034)

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

☐ Letter ☐ Telegram ☒ 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 48
TOTAL 96
N. BANK
BALANCE DUE
REFUND

Very truly yours

C T CORPORATION SYSTEM

By Marie Goffredo
Marie Goffredo

SPECIAL INSTRUCTIONS:

RECEIVED
DEPT. OF STATE
REVENUE
000364 JAN 23 1980

file as
6/1/25

FILED
JAN 25 4 28 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

845066
1-30
9/3
1/29/80

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) (STATE) (ZIP CODE)

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

FILED
JUN 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)

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 ACCEPTED
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 COR-
PORATION 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.

Arthur J. Lyons
PRESIDENT ~~XXXXXXXXXXXXXX~~

Henry J. Levenson III
SECRETARY ~~XXXXXXXXXXXXXX~~

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.

Margaret Savasta
NOTARY PUBLIC

MARGARET 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

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
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 E. 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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(8) NAMES OF OFFICERS SPECIFIC ADDRESS

SEE ATTACHED RIDER (P) _____

(S) _____

(T) _____

(V) _____

NAMES OF DIRECTORS SPECIFIC ADDRESS

(D) _____

(D) _____

(E) _____

(D) _____

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

(CITY) (STATE) (ZIP CODE)

FILED
JUN 25 4 29 PM '80
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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PRESIDENT

Henry P. Johnson III
SECRETARY

STATE OF MASSACHUSETTS

COUNTY OF WORCESTER

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(NAME OF OFFICER)

President OF State Mutual Investors Inc.
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A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
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Margaretta Savasta
NOTARY PUBLIC

(SEAL)

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Richard B. Ford
(NAME AND TITLE OF OFFICER)

Richard B. Ford, Assistant Secretary

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Byron Menides	Director	440 Lincoln Street Worcester, Mass. 01605
Barlow Kelly	Director	356 Main Street Worcester, Mass. 01606
Thomas R. Mulroy	Director	52nd Fl., National Plaza Chicago, Ill. 60603
Maurice D. Weinrobe	Director	Clark University 950 Main Street Worcester, Mass. 01610
Jacob Riatt	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
FALLINGWATER, 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



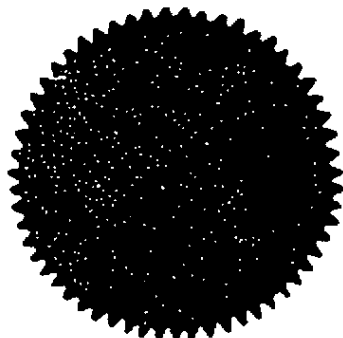
State of DELAWARE

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

State Mutual Investors

845066
January 26, 1980
RECEIVED
JAN 29 11 11 PM '80
STATE MUTUAL INVESTORS
CORP
TALLAHASSEE, FLORIDA

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 convert 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.

The name State Mutual Investors is the designation of the Trustees under a
Declaration of Trust dated December 2, 1970, as amended. Neither the
shareholders nor the Trustees nor officers, employees or agents of the Trust
shall be liable hereunder, and all persons shall look solely to the Trust estate for
the payment of any claim hereunder or for the performance hereof

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 Goffredo
The Corporation Trust Company
10 Post Office Square
Boston, Massachusetts 02109

845066 C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
100 SOUTH FLOWER STREET, SUITE 1010, LOS ANGELES, CAL 90017 • (213) 680-1500

September 16, 1981

7679 10/01/81

845066

605

1

20.00 05

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 REVENUE
000240 SEP 22 81

RM:edc
Encl.

done

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

9.28-81

SEP 14 1981



GEORGE FIRESTONE
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

September 8, 1981

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: AMOUNT ~~XXXXXXXX~~ 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.

845066

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company.
700 SOUTH FLOWER STREET, SUITE 1010, LOS ANGELES, CAL. 90017 - (213) 850-1500

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

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

RECEIVED
DEPT. OF STATE
000320 AUG 27 81
REVENUE

Dear Sir:

name change

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.

Very truly yours,

C T CORPORATION SYSTEM

Ramona Meza
Service Representative

Encls.
RM:mm

SPECIAL INSTRUCTIONS:

8-31
25
C. TAX _____
R. AGENT FEE _____
O. COPY _____
TOTAL 25 _____
F. S. FR _____
BALANCE DUE _____
REFUND _____

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 26 3 20 PM '81

17-2037

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

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

D. W. McKINNON, DIRECTOR
DIVISION OF CORPORATIONS

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:



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32301

August 31, 1981

GEORGE FIRESTONE

SECRETARY OF STATE

C T Corporation System
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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:

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)

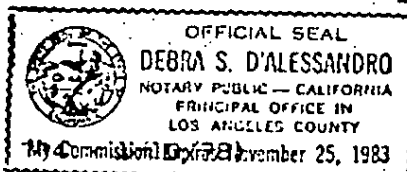
Vice President OF FIRST CITY PROPERTIES INC.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES 11-25-83

(SEAL)

(FLA. - My Commission Expires November 25, 1983)



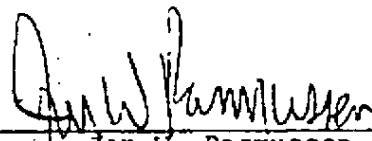
Debra S. D'Alessandro
NOTARY PUBLIC

Aug 28 3 20 PM '81
SECRETARY OF
STATE
FILED

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
Vice-President

ATTEST:


Assistant Secretary

CORPORATE SEAL

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

FILED

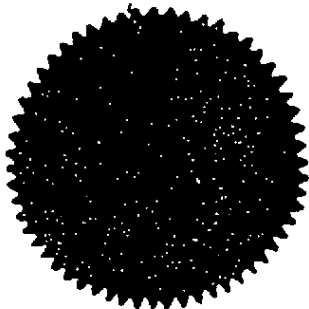


State
of
DELAWARE

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

11-1037

240 12.50

Page 6

<u>Name</u>	<u>Title</u>	<u>Address</u>
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.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
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. Varmon	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

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

845066
FIRST CITY PROPERTIES INC.
168 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
CASCEN, ALAN I
RASMUSSEN, JON W
GRIFFITHS, JAMES
DOBLER, CLIFFORD F
NAHON, BETTY I

P 9665 WILSHIRE BLVD
V 3121 E FLORENCE AVE
V/T 58447 WILSHIRE BLVD
V 1855 W 6A STREET
V 9665 WILSHIRE BLVD
T/S 8447 WILSHIRE BLVD

BEVERLY HILLS, CA
BOWNEY, CA
BEVERLY HILLS, CA
VANCOUVER, CANADA
BEVERLY HILLS, CA
BEVERLY HILLS, CA

SEE ATTACHED LIST

Registered Agent Information

C T CORPORATION SYSTEM

100 BISCAYNE BOULEVARD

MIAMI, FL.

33132

\$100 additional fee required for Registered Agent change.

Thomas A. Bruns

Asst. Secretary

(212) 276-5552

<u>Officers:</u>	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:

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

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 Corpo-
ration 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 .

SSS 6012 12/29/82

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: [Signature]

(Registered Agent)

DATE 11/2/82

TH

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 F. Malone
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. 7171 WILSHIRE BLVD, STE 380 340 BEVERLY HILLS, CA 90210	2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Address is 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 (EIN) 04-2677255	5. Date of Last Report 04/14/1982
---	---	--------------------------------------

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Number)	City and State
BELZBERG, SAMUEL	D	777 HORNBY STREET	VANCOUVER, B.C. D
FRIEDMAN, ROBERT	V	7171 WILSHIRE BLVD	BEVERLY HILLS, CA D
BELZBERG, WM	P	7171 WILSHIRE BLVD	BEVERLY HILLS, CA D
BRUNO, X	X	7070 WILSHIRE BLVD	BEVERLY HILLS, CA X
CHANDLER, X	X	7070 WILSHIRE BLVD	BEVERLY HILLS, CA X
STAPLE, X	X	7070 WILSHIRE BLVD	BEVERLY HILLS, CA X
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

9. This corporation was authorized by resolution duly adopted by its board of directors on _____ DATE _____

10. Registered Agent Accepting Appointment

\$3.00 additional fee required for Registered Agent changes.

11. Has this corporation amended its articles to reflect an increase in the number of shares since the last annual report?	YES ☐ NO ☒
--	---

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

13. Signature of Treasurer or Secretary of the Corporation to Execute This Report as Required by Chapter 603, F.S.

14. Signature of Registered Agent to Execute This Report as Required by Chapter 603, F.S.

TREASURER, SECRETARY (213)-550-1615

2/25/83

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

c/o Box 601
Beverly Hills, California 90210

FIRST CITY PROPERTIES INC.

<u>OFFICERS & DIRECTORS</u>	<u>TITLE</u>	<u>STREET ADDRESS OF EACH OFFICER/DIRECTOR</u>	<u>CITY & STATE</u>
<u>OFFICERS</u>			
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.
<u>DIRECTORS</u>			
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

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA 32399

Mar 21 1984

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 545066 FIRST CITY PROPERTIES INC. 4171 WILSHIRE BLVD, STE 310 BEVERLY HILLS, CA 90210		2. Enter Change of Address of Corporation Principal Office, P.O. Box Number & Use, if Not Applicable Street Address 8383 Wilshire Blvd., Ste. 800 P.O. Box No. City Beverly Hills State California Zip Code 90211	
3. Date of Incorporation or Qualification in this State 01/25/1980		4. Federal Employer Identification Number (EIN) 04-2679255 Date of Last Report 04/22/1983	
5. Name and Street Address of Each Officer and Director, as of December 31, 1983			
Name of Officers and Directors	Age	Street Address of Each Officer and Director (Do NOT Use Post Office Box Number)	City and State
1. CRUM, JOHN	57	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
2. SELZBERG, WILLIAM	67	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
3. FRICMAN, ROBERT B	54	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
4. WEIL, CHARLES HENRI	6	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
5. BERGER, MILES	6	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
6. SELZBERG, SAMUEL	6	4171 WILSHIRE BLVD	BEVERLY HILLS, CA 90210
SEE ATTACHED			

6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 3751 W. BOWARD BLVD. PLANTATION, FL 33324		7. Name and Address of New Registered Agent Name Street Address (Do NOT Use P.O. Box Number) City, State and Zip Code	
--	--	--	--

I declare to the provisions of Section 607.04 and 607.05, Florida Statutes, the undersigned corporation, qualified under the laws of the State of Florida, to this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

This declaration was authorized by resolution adopted by its board of directors on _____ DATE _____

SIGNATURE _____
Registered Agent Accepting Appointment

8. IF AMENDMENT TO 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 ☐	9. IF AMENDMENT TO THIS SECTION MUST BE COMPLETED IF NEW SHARES Has this amendment been filed with this office? YES ☐ NO ☒
---	---

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. Further, I certify that my Signature on This Report Shall Have the Same Legal Effects as if Made Under Oath.

Signature of Signing Officer John C. Crum	Title Secretary & Treasurer	Date 3/22/84
Telephone Number (213) 852-0499		

Check for payment of filing fee and include an additional \$5.00 with your payment.

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. McAluff	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



2

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$20 Required — Make Checks Payable To: Secretary of State

FIRST CITY PROPERTIES INC.
 6383 WILSHIRE BLVD
 STE. 800
 BEVERLY HILLS, CA

90221

01/25/1980

04-267255

05/28/1984

NAME OF STOCKHOLDER	TITLE	ADDRESS (DO NOT USE P.O. BOX NUMBER)	CITY AND STATE
CROWN, JOHN C	D	5414 3333 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
SEIDBERG, SAMUEL	D	4343 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
SEIDBERS, WILLIAM	DAR	4361 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
LENN, CARLOS C.	V	2383 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
FATCHEKIN, ROBERT B	V	2383 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
BERBER, MILES L	D	4363 WILSHIRE BLVD	BEVERLY HILLS, CA 90008
MALDUFF, JOHN D	D	4363 WILSHIRE BLVD	BEVERLY HILLS, CA 90008

Registered Agent Information

C.T. CORPORATION SYSTEM
 2732 W. BROWARD BLVD.
 PLANTATION, FL

33224

I, the undersigned, of Section 107.024 and 107.025, Florida Statutes, the accompanying corporation organized under the laws of the State of Florida, do hereby certify that the purpose of changing the registered agent of registered agents, as follows, in the State of Florida, was authorized by resolution duly adopted by its board of directors on _____.

I do hereby acknowledge the appointment of registered agent as follows, and accept the obligations of Section 107.025, Florida Statutes.

NOTE: If the change of agent is required, a \$3.00 additional fee required for Registered Agent changes.
IMPORTANT — THIS SECTION MUST BE COMPLETED IF IT IS
 Has said amendment been filed with this office? Yes ☒ No ☐
 If the answer is no, this report cannot be processed until this amendment is filed.
Enclosed

John C. Crum

Senior Vice President,
 Secretary and Treasurer

(213) 852-0499

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

State of Florida

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

VALIDATION ONLY

First City Properties Inc.

(to)

First City Industries Inc.

845066

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

(LIMITED PARTIAL) (FUND)
(FINANCIAL STATEMENT)

(ANNUAL REPORT)
(OTHER)

(REINSTATEMENT)

(CERTIFIED COPY)

(PHOTO COPIES)

(CERTIFICATE UNDER SEAL)

(WALK IN)

(WILL WAIT)

(PICK UP)

(MAIL OUT)

(CALL)

(AFTER 430)

Name

AVAILABILITY

BH8-30-85

Document

Exemption

SRZ

Updated

Updated

Verified

SRZ

SRZ

Approved/Corrected

W.F. Verifier

SRZ

SRZ

DESIGNATION

8/30/85

3:00

NAME CHANGE

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

(1) FIRST CITY PROPERTIES INC. **FILED**
(NAME OF CORPORATION AS IT APPEARS ON ORIGINAL APPLICATION OR LAST
AMENDED APPLICATION) **APR 11 1986**

(2) Delaware
(INCORPORATED UNDER LAWS OF)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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
Keenan Behrle, Asst. Secretary

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

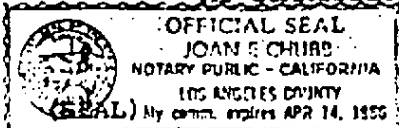
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 20th
DAY OF August, 1985, BY John Crum and Keenan Behrle
(NAME OF OFFICER)

Sr. Vice President and
Assistant Secretary, respectively FIRST CITY INDUSTRIES INC.

(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES April 14, 1986



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

Joan E. Chubb
JOAN E. CHUBB NOTARY PUBLIC

State of Delaware



FILED
1985 AUG 30 10 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.

Handwritten signature of 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 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.

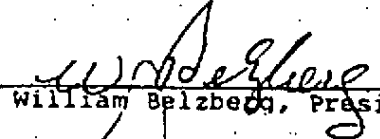
4. The foregoing amendment was approved by the shareholders of said corporation at the Annual Meeting held on April 22, 1985; the total number of outstanding shares entitled to vote with respect to the foregoing amendment

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.

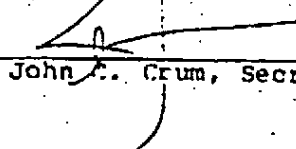
The undersigned declare under penalty of perjury under the laws of the State of Delaware that the statements contained in the foregoing Certificate are true and correct of their own knowledge.

Executed at Danvers Hills, CA, on May 30,

1985.



William Belzberg, President

ATTEST: 

John A. Crum, Secretary

845066
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

006 6202 4/17/86

006 6202 4/17/86

14.00
15.00

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
1-800-421-6696

Name	A. B. B. RM/ec1
Address	Encls
City	4/16
State	FL
Zip	32301
Signature	<i>Tu</i>
Approved	<i>Tu</i>
By	H. Ver

SPECIAL INSTRUCTIONS:

E. TAX _____
F. FILING _____
G. BALANCE DUE _____
H. BALANCE DUE _____
I. BALANCE DUE _____
J. BALANCE DUE _____
K. BALANCE DUE _____
L. BALANCE DUE _____
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APR 16 2 44 PM '86
1986 APR 15 PM 3 41
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FIRST CITY INDUSTRIES INC.
(NAME OF CORPORATION)

Delaware
(INCORPORATED UNDER LAWS OF)

FILED
MAR 16 2 44 PM '86
RECEIVED OFFICE OF
TALAMON SECRETARY 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

Keenan Behrle
~~SECRETARY~~ ASSISTANT SECRETARY
Keenan Behrle

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

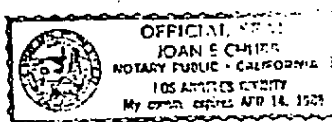
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 11th
DAY OF March, 1986, BY John Crum
(NAME OF OFFICER)

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



(SEAL)

FILING FEE \$15.00

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