

B98000000176

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

SDG Macerach Properties, L.P.

300002468403-4
-03/25/98 -01084-021
*****96.25 *****96.25

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name Filing | |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photo Copies | |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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

File Third

Thanks,
Jeff

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA1. SDG Macerich Properties, L.P.

(Name of limited partnership as it is in the home state;

2. SDG Macerich Properties, Limited Partnership

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. February 24, 1998

(Date of Formation)

5. CT CORPORATION SYSTEM

(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

, Florida33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM

Connie Bryan
(Officer must sign on this line)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

8. c/o CT Corporation System 1209 Orange Street Wilmington, DE 19801

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

Simco Acquisitions, Inc.

SPECIFIC ADDRESS

c/o Simon DeBartolo Group
National City Center
115 West Washington Street
Indianapolis, Indiana 46204

Macerich Property EQ GP Corp.

c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, California 9040110. 401 Wilshire Boulevard, Suite 700, Los Angeles, CA 90401

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 401 Wilshire Boulevard, Suite 700, Los Angeles, CA 90401

(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 4:24

F98-01707

F98-1708

SENT BY:

2-24-98 : 9:17PM : C T SYS. LOS ANGELES→

3102466779:# 3/19

This 25th day of February, 19 98.

[Signature]
General Partner

STATE OF California
COUNTY OF Los Angeles

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of February, 19 98, by Thomas O'Hern (Name of General Partner) of

Macerich Property EQ GP Corp

(Name of Limited Partnership), A _____ (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Kristen McCormick

Notary Public

State of California at Large

(SEAL)

My Commission Expires:

4/20/01



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 4:24

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Thomas O'Hern, a general partner of SDG Macerich Properties, L.P., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

This 25th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

General Partner

Macerich Property EQ GP Corp., a Delaware Corporation

Thomas O'Hern
Treasurer

STATE OF California
COUNTY OF Los Angeles
DATE February 26, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Thomas E O'Hern (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of February, 1998.

Kristen McCormick
Notary Public

Seal



State of California at Large

My Commission Expires: 4/20/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 4:24

This 25th day of February, 19 98.

[Signature]
General Partner

STATE OF Indiana

COUNTY OF Marion

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of February 1998, by Simco Acquisitions, Inc. (Name of General Partner) of

SDG Macerion Properties, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]

Notary Public

State of Indiana at Large

(SEAL)

My Commission Expires:

6/24/00

BETSY A. ALTING, Notary Public
County of Residence: Johnson
My Commission Expires: June 24, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 4:24

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared James M. Barkley, a general partner of SDG Macaroni Properties, L.P. (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

This 25th day of February, 19 98

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

James M. Barkley

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 4:24

STATE OF Indiana
COUNTY OF Marion
DATE 2/25/98

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared James M. Barkley (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of February, 19 98.

Betsy A. Altting
Notary Public

Seal

State of Indiana at Large
My Commission Expires:

BETSY A. ALTING, Notary Public
County of Residence: Johnson
My Commission Expires: June 24, 2000