

**D020000000008**  
CT CORPORATION

CORPORATION(S) NAME

CA New Plan Venture Partner

**FILED**  
02 FEB 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit  
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal  
☐ Reinstatement

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Certified Copy

☐ Photocopies

☐ UCC

☒ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

2/26/02

Order#: 5149159

Availability \_\_\_\_\_

Document

Examiner \_\_\_\_\_

Updater \_\_\_\_\_

Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

700005021617--8

-02/26/02--01056--028

Ref#:

\*\*\*\*\*350.00 \*\*\*\*\*350.00

700005021617--8

-02/26/02--01056--029

Amount: \$ \*\*\*\*\*8.75 \*\*\*\*\*8.75

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

J. BRYAN FEB 26 2002

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA  
TO FILE OR QUALIFY

CA New Plan Venture Partner

A Maryland Real Estate Investment TRUST

FILED  
02 FEB 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of CA New Plan Venture Partner

(Name of Trust)

a Maryland Real Estate Investment Trust hereby affirms in order to file or qualify

(State)

CA New Plan Venture Partner

, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 1120 Avenue of the Americas, 12th Floor,  
New York, New York 10036

3. The registered agent and office in the State of Florida is:

CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

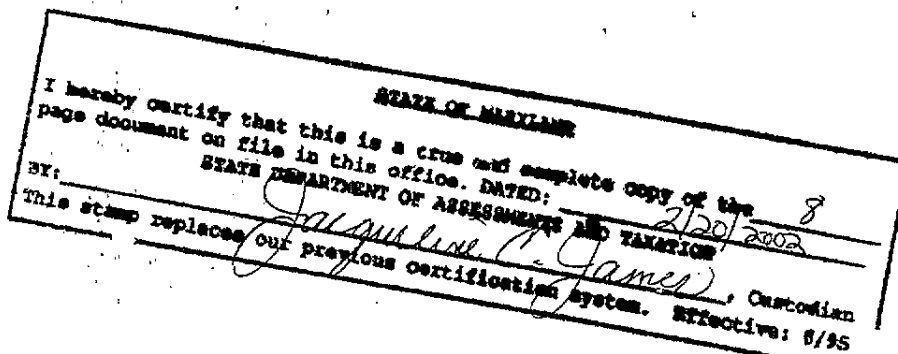
Constance Bryan

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

Glenn J. Ruffano  
Name: Glenn J. Ruffano  
Chairman of the Board of Trustees

NOTARY



FEB-20-2002 13:49

C T CORPORATION WASH DC

202 737 3237 P.31/37

CA New Plan Venture Partner

## DECLARATION OF TRUST

Dated February 15, 2002

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustees (as defined herein).

### ARTICLE I

#### FORMATION

The Trust is a real estate investment trust within the meaning of Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 8"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Internal Revenue Code of 1986, as amended from time to time (the "Code")).

### ARTICLE II

#### NAME

The name of the Trust is:

CA New Plan Venture Partner

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or "Board") determines that the use of the name of the Trust is not practicable, the Trust may use any other designation or name for the Trust.

### ARTICLE III

#### PURPOSES AND POWERS

Section 1. Purposes. The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property, directly or indirectly through one or more partnerships or other entities of which the Trust may be a general partner, including, without limitation or obligation, engaging in business as a real estate investment trust or qualified REIT subsidiary under the Code.

Section 2. Powers. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

#### ARTICLE IV

##### RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is The Corporation Trust, Incorporated, whose post office address is 300 East Lombard Street, Baltimore, Maryland 21202. The resident agent is a citizen of and resides in the State of Maryland. The trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

#### ARTICLE V

##### BOARD OF TRUSTEES

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the trustees of the Trust (collectively, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws, to solicit proxies from holders of shares of beneficial interest of the Trust; and to do

any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. Number. The number of Trustees initially shall be two, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 15. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his term.

Section 3. Initial Board. The names of the Trustees who shall serve until the first annual meeting of shareholders and until their successors are duly elected and qualify are:

Glenn J. Rufrano  
Dean Bernstein

Section 4. Term. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and until their successors are duly elected and qualify.

Section 5. Removal. The Trustee may be removed, at any time, with or without cause, by the affirmative vote of the holders of a majority of the Shares then outstanding and entitled to vote generally in the election of the Trustees.

## ARTICLE VI

### SHARES OF BENEFICIAL INTEREST

The beneficial interest in the Trust shall be divided into shares of beneficial interest ("Shares"). The total number of Shares which the Trust has authority to issue is 1,000 Common Shares, \$.01 par value per share. The Board of Trustees may classify or reclassify any unissued Shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Shares.

The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in the Declaration of Trust or the Bylaws of the Trust.

## ARTICLE VII

## SHAREHOLDERS

There shall be an annual meeting of the Shareholders at a convenient location, to be held after delivery of the annual report and on proper notice to the Shareholders, at such time and place as shall be determined by resolution of the Board of Trustees.

## ARTICLE VIII

LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS,  
EMPLOYEES AND AGENTS  
AND TRANSACTIONS BETWEEN THEM AND THE TRUST

Section 1. Limitation of Shareholder Liability. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust by reason of his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any Person in connection with the property or affairs of the Trust.

Section 2. Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

Section 4. Indemnification. The Trust shall, to the maximum extent permitted by Maryland law, obligate itself to indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, each

Shareholder, Trustee or officer (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, real estate investment trust, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) from all claims and liabilities to which such person may become subject by reason of his being or having been a Shareholder, Trustee or officer.

Section 5. Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions in this Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind (including, without limitation, for the purchase or sale of property or for any type of services, including those in connection with underwriting or the offer or sale of Securities of the Trust) with any person, including any Trustee, officer, employee or agent of the Trust or any person affiliated with a Trustee, officer, employee or agent of the Trust, whether or not any of them has a financial interest in such transaction.

## ARTICLE IX

### AMENDMENT

Section 1. General. This Declaration of Trust may not be amended except as provided in this Article IX.

Section 2. By Trustees. The Trustees, by a two-thirds vote, may amend any provision of this Declaration of Trust from time to time to enable the Trust to qualify as a real estate investment trust under the Code or under Title 8.

Section 3. By Shareholders. Except as provided in Section 2 of this Article IX, this Declaration of Trust may be amended only after the Board of Trustees has adopted a resolution setting forth the proposed amendment and declares such amendment advisable and such amendment has been approved by the affirmative vote or written consent of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon.

## ARTICLE X

### DURATION OF TRUST

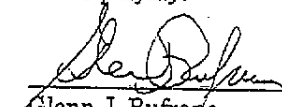
The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

## ARTICLE XI

## MISCELLANEOUS

This Declaration of Trust is executed by the Trustees and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 15th day of February, 2002 by the undersigned Trustees, who acknowledge that this document is their act, that to the best of their knowledge, information, and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.

  
\_\_\_\_\_  
Glenn J. Rufrano  
\_\_\_\_\_  
Dean Bernstein

February 15, 2002

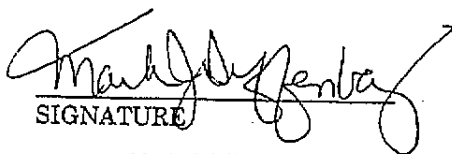


FEB-20-2002 13:51

C T CORPORATION WASH DC

202 737 3237 P.37/37

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN  
MARYLAND FOR THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.

  
SIGNATURE

Mark J. Diffenbaugh  
Asst. Secretary & V. President

PRINT NAME

FILED  
02 FEB 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 70 BUSINESS CODE 13

# \_\_\_\_\_

Close \_\_\_\_\_ Stock ☒ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

ID # D06670251 ACK # 1000361986680530  
LIBER: B00347 FOLIO: 1210 PAGES: 0008  
CA NEW PLAN VENTURE PARTNER

02/20/2002 AT 03:23 P WO H 000055521

New Name \_\_\_\_\_

## FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: 20

Expedite Fee: 79

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

1 Certified Copies

Copy Fee: 13

1 Certificates

Certificate of Status Fee: 68

Personal Property Filings: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 138

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Credit Card \_\_\_\_\_ Check ☒ Cash \_\_\_\_\_

Code 007

Attention: \_\_\_\_\_

Mail to Address: \_\_\_\_\_

Documents on 3 Checks

Approved By: JA 013

Verified By: \_\_\_\_\_

COMMENT(S): \_\_\_\_\_

Stamp Work Order and Customer Number HERE

CUST ID: 0000818927  
WORK ORDER: 000055521  
DATE: 02-21-2002 11:03 AM  
AMT. PAID: \$138.00

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

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

I FURTHER CERTIFY THAT CA NEW PLAN VENTURE PARTNER IS A REAL ESTATE INVESTMENT TRUST DULY FORMED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND AND THE REAL ESTATE INVESTMENT TRUST HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE REAL ESTATE INVESTMENT TRUST IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS DECLARATION OF TRUST AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS FEBRUARY 21, 2002.

*Paul B. Anderson*

Paul B. Anderson  
Charter Division

