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(Requestor's Name)

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PICK-UP     WAIT     MAIL

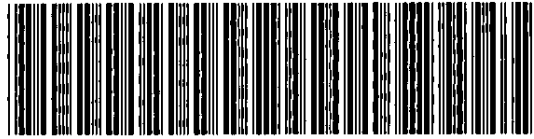
(Business Entity Name)

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DEPARTMENT OF STATE  
13 AUG 20 AM 9:45

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13 AUG 20 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
8/21/13



CORPORATION SERVICE COMPANY

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13 AUG 20 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : I20000000195  
REFERENCE : 764826 4328604  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 350.00

ORDER DATE : August 15, 2013  
ORDER TIME : 9:21 AM  
ORDER NO. : 764826-060  
CUSTOMER NO: 4328604

FOREIGN FILINGS

NAME: REALTY INCOME TRUST 2

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

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

Realty Income Trust 2

A Maryland **TRUST**

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**13 AUG 20 AM 8:25**  
**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 Realty Income Trust 2, a

(Name of Trust)

Maryland

Trust hereby affirms in order to file or qualify

(State)

Realty Income Trust 2

, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 600 La Terraza Blvd., Escondido, CA 92025
3. The registered agent and street address in the State of Florida is:  
Corporation Service Company  
1201 Hays Street, Tallahassee, FL 32301
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.

Sue G. Knight  
**Assistant Vice President**

(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.

Thomas A. Lewis  
Name: THOMAS A. LEWIS  
Chairman of the Board of Trustees

NOTARY

**Filing Fee: \$350.00**  
**Certified Copy: \$ 8.75 (optional)**

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STATE OF CALIFORNIA

13 AUG 20 AM 8:25

COUNTY OF SAN DIEGO

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Subscribed and sworn to (or affirmed) before me on this 5<sup>th</sup> day of August, 2013 by  
Thomas A. Lewis, proved to me on the basis of satisfactory evidence to be the person who  
appeared before me.



Signature of Notary Public

(Notary seal)

DESCRIPTION OF THE ATTACHED DOCUMENT	
<u>Affidavit to the Florida Secretary of State to File or Qualify</u>	
(Title or description of attached document)	
Number of Pages <u>1</u>	Document Date <u>8.05.13</u>
<u>Realty Income Trust 2</u>	
(Additional information)	



**REALTY INCOME TRUST 2**

**DECLARATION OF TRUST**

**Dated April 4, 2012**

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**13 AUG 20 AM 8:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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

**ARTICLE I**

**FORMATION; CERTIFICATE OF TRUST**

The Trust is a statutory trust within the meaning of Title 12 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 12"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock company or a corporation for state law purposes (but nothing herein shall preclude the Trust from being treated for income tax purposes as an association or a "qualified REIT subsidiary" under the Internal Revenue Code of 1986, as amended from time to time (the "Code")). The undersigned Trustees have formed the Trust by filing a Certificate of Trust with the State Department of Assessments and Taxation of Maryland.

**ARTICLE II**

**NAME**

The name of the Trust is:

**Realty Income Trust 2**

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, lease, administer, control and dispose of property and to engage in any other lawful act or activity for which statutory trusts may be formed under the laws of the State of Maryland as now or hereafter in force.

Section 2. Powers. The Trust shall have all of the powers granted to statutory trusts by Title 12 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 CSC-Lawyers Incorporating Service Company, 7 St. Paul Street, Suite 1660, 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.

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**ARTICLE V**

**BOARD OF TRUSTEES**

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, if any, (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 of Trustees, without any action by the beneficial owners of the Trust (the "Shareholders"), shall have and may exercise, on behalf of the Trust, without limitation, the power to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from Shareholders; 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 of the Trust shall be four, 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. Board. The names of the Trustees who shall serve until the first annual meeting of the Shareholders and until their successors are duly elected and qualify are:

Thomas A. Lewis  
Gary M. Malino  
Paul M. Meurer  
Michael R. Pfeiffer

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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. A 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 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, consisting of 1,000 Common Shares, \$.01 par value per share. The Board of Trustees may, by amendment to this Article VI, 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, if any.

All of the beneficial interests in the Trust shall be held by Realty Income Corporation at all times.

**ARTICLE VII**  
**SHAREHOLDERS**

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There shall be an annual meeting of the Shareholders, to be held 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 statutory trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. A trustee shall have only the duty to act in good faith and shall not have a duty to act (i) in a manner that the trustee reasonably believes to be in the best interests of the Trust, or (ii) with the care that an ordinarily prudent person in a like position would use under similar circumstances as provided by Section 12-402(c) of Title 12 of the Maryland Statutory Trust Act. 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 have the power, to the maximum extent permitted by Maryland law, to obligate itself to indemnify, and to 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, partner, trustee, employee or agent of another foreign



or domestic corporation, partnership, joint venture, trust, real estate investment 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, officer, employee or agent.

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 Shareholders. Except as provided in Section 3 of this Article IX, this Declaration of Trust may be amended only by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon.

Section 3. By Trustees. The Board of Trustees may, without any action by the Shareholders, amend Article VI of this Declaration of Trust to effect the classification or reclassification of authorized but unissued Shares 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 any authorized but unissued Shares.

## ARTICLE X

### DURATION OF TRUST

The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 12.

## ARTICLE XI

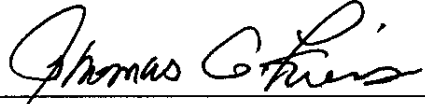
### MISCELLANEOUS

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,


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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 by the undersigned Trustees on the 4<sup>th</sup> day of April, 2012.

  
\_\_\_\_\_  
Thomas A. Lewis

  
\_\_\_\_\_  
Gary M. Malino

  
\_\_\_\_\_  
Paul M. Meurer

  
\_\_\_\_\_  
Michael R. Pfeiffer

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