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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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-02/07/00-01091-014
*****78.75 *****78.75

Development Options, Inc.

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DIVISION OF CORPORATIONS
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LAURA EARNEST

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Development Options, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Wyoming

(State or country under the law of which it is incorporated)

3. 62-1553523

(FEI number, if applicable)

4. December 2, 1993

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing Application for Authorization to Transact Business

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Suite 300, One Park Place, 6148 Lee Highway

Chattanooga, Tennessee 37421

(Current mailing address)

To acquire, develop, construct, manage, lease, sublease, sell, own and operate commercial or residential real property, either alone or in partnership with others, and all other lawful business activities permitted corporations under the laws of the

8. and all other lawful business activities permitted corporations under the laws of the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) State of Florida.

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Broward County, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS

ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Charles B. Lebovitz

Address: Suite 300, One Park Place, 6148 Lee Highway

Chattanooga, TN 37421

Vice Chairman: John N. Foy

Address: Suite 300, One Park Place, 6148 Lee Highway

Chattanooga, TN 37421

Director: Stephen D. Lebovitz

Address: Suite 395, Watermill Center, 800 South Street

Waltham, MA 02453

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  2/3/00

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffery V. Curry, Assistant Secretary

(Typed or printed name and capacity of person signing application)

00 FEB - 7 PM 2:05
CITY OF CHATTANOOGA
COMMUNICATIONS

ATTACHMENT TO APPLICATION FOR CERTIFICATE OF AUTHORITY

**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

DEVELOPMENT OPTIONS, INC.

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12. Names and addresses of officers:

<u>Name</u>	<u>Title</u>	<u>Street Address</u>
Charles B. Lebovitz	Chairman of the Board, President and Chief Executive Officer	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
John N. Foy	Vice Chairman of the Board, Chief Financial Officer and Treasurer	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Stephen D. Lebovitz	President and Secretary	Suite 395, Watermill Center 800 South Street Waltham, MA 02453
Ben S. Landress	Executive Vice President - Management	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Ronald L. Fullam	Senior Vice President - Development	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Ronald S. Gimple	Senior Vice President And General Counsel	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Michael I. Lebovitz	Senior Vice President - Mall Projects	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421

Jerry L. Sink	Senior Vice President - Mall Management	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Eric P. Snyder	Senior Vice President and Director of Corporate Leasing	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Augustus N. Stephas	Senior Vice President - Accounting and Controller	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
R. Stephen Tingle	Senior Vice President - Community Center Development	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Ken Burnette	Vice President - Redevelopment/Expansion	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 3742
Tom Carter	Vice President – Mall Projects	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Mark Grambergs	Vice President – Mall Projects	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Howard Grody	Vice President – Mall Leasing	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Barb Ivankovich	Vice President – Mall Marketing	Suite 300, One Park Place 6148 Lee Highway Chattanooga, TN 37421
Mark D. Mancuso	Vice President - New England Office	Suite 395, Watermill Center 800 South Street Waltham, MA 02453
John R. Martin, Jr.	Vice President - Corporate Relations	Suite 300, One Park Place 6148 Lee Highway

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	and Marketing	Chattanooga, TN 37421
Jeffery V. Curry	Assistant Secretary	Suite 103, One Park Place 6148 Lee Highway Chattanooga, TN 37421
James D. Henderson	Assistant Secretary	Suite 103, One Park Place 6148 Lee Highway Chattanooga, TN 37421
George G. Hixson	Assistant Secretary	Suite 103, One Park Place 6148 Lee Highway Chattanooga, TN 37421

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State of Wyoming

Office of the Secretary of State

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United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, DEVELOPMENT OPTIONS, INC. is a corporation organized under the laws of the State of Wyoming, whose date of incorporation is 12/02/1993; and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the State of Wyoming.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 2nd day of February A.D., 2000.



Joseph B. Meyer

Secretary of State

By *[Signature]*
