

Document Number Only

F000000006292

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

300003459583--2

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*****78.75 *****78.75

Simon Florida Mall, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ After 4:30

☒ Pick Up

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THANKS

CONNIE BRYAN

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CR2E031 (1-89)

**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. Simon Florida Mall, 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. Delaware
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. November 6, 2000
(Date of incorporation)

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

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

7. 115 West Washington Street, Suite 15
Indianapolis, Indiana 46204
(Current mailing address)

8. See attachment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.

C T Corporation System

CONNIE BRYAN

Connie Bryan SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

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) See attachment

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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

14. James A. Schmidt, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment

Application by Foreign Corporation for Authorization to Transact Business in Florida

#8. Purpose(s) of corporation authorized in home state or country to be carried out in State of Florida:

The purposes of the Corporation shall be limited to the following and none other:

(i) to act as a general partner of SIMON FMA, L.P., a Delaware limited partnership ("SIMON FMALP"), which will be established by an Agreement of Limited Partnership to be made and entered into by and between the Corporation, as sole general partner, and Simon Property Group, L.P., a Delaware limited partnership, as sole limited partner (as same may be amended from time to time, the "Limited Partnership Agreement") and which shall be a sole general partner of Florida Mall Associates, L.P., a Florida limited partnership, (the "Mortgagor");

(ii) to cause SIMON FMALP to execute and deliver on behalf of the Mortgagor (i) the loan agreement with Bank of America, N.A. (the "Lender") pursuant to which the Mortgagor will borrow approximately \$270,000,000; (ii) the Note evidencing borrowings pursuant to the loan agreement; (iii) mortgages or deeds of trust encumbering each property owned by Mortgagor (the "Property"), to secure all obligations of the Mortgagor under the Loan Agreement and the Note; and (iv) any and all assignments, financing statements, security agreements, certificates, documents, notices, papers or other writings in connection therewith (collectively, the "Loan Documents");

(iv) to cause SIMON FMALP to execute and deliver on behalf of the Mortgagor a placement, underwriting or similar agreement with any underwriter that may be retained in connection with the securitization of the Note, and any instruments, agreements, certificates, documents, notices, papers or other writings as may be necessary or advisable in connection with any securitization;

(v) to cause SIMON FMALP on behalf of the Mortgagor to engage in any activities necessary to hold, receive, exchange, otherwise dispose of and otherwise deal in and exercise all rights, powers, privileges, and all other incidents of ownership or possession with respect to all the Property and any property or interests which may be acquired by the Mortgagor as a result of any sale or other disposition of any Property;

(vi) to cause SIMON FMALP on behalf of the Mortgagor to engage in any activities necessary to authorize, execute and deliver any other instrument, agreement, certificate, notice or document in connection with the activities described above, including the filing of any instrument, agreements, certificates, notices, applications and other documents necessary or advisable to comply with any applicable laws, statutes, rules and regulations or necessary or advisable to perfect or protect the above-referenced security interests;

(vii) to cause SIMON FMALP for itself and on behalf of the Mortgagor to take any and all other actions necessary under and pursuant to this Agreement; and

(viii) to cause SIMON FMALP to engage in such lawful activities and to exercise such powers permitted to partnerships under the laws of the Delaware and Florida that are necessarily incident to or connected with the foregoing or necessary or

convenient to accomplish the foregoing and which are consistent with the limitations set forth in this Section 3 and the other Sections hereof.

#12 Names and addresses of officers and/or directors.

A. Directors:

Melvin Simon	115 West Washington Street Indianapolis, Indiana 46204
Herbert Simon	115 West Washington Street Indianapolis, Indiana 46204
David Simon	115 West Washington Street Indianapolis, Indiana 46204
Mark A. Ferrucci	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
Adrianne M. Horne	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

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B. Officers:

Co-Chairman of the Board	Melvin Simon 115 West Washington Street Indianapolis, IN 46204
Co-Chairman of the Board	Herbert Simon 115 West Washington Street Indianapolis, IN 46204
Chief Executive Officer	David Simon 115 West Washington Street Indianapolis, IN 46204
President and Chief Operating Officer	Richard S. Sokolov 115 West Washington Street Indianapolis, IN 46204
Executive Vice President - Legal Development	Randolph L. Foxworthy 115 West Washington Street Indianapolis, IN 46204
Executive Vice President - Property Development	William J. Garvey 115 West Washington Street Indianapolis, IN 46204
Executive Vice President - Leasing	James A. Napoli 115 West Washington Street Indianapolis, IN 46204

Executive Vice President -
Property Management

Secretary and General
Counsel

Chief Financial Officer

Assistant Secretary

Chief Administrative Officer

John R. Neutzling
115 West Washington Street
Indianapolis, IN 46204

James M. Barkley
115 West Washington Street
Indianapolis, IN 46204

Stephen E. Sterrett
115 West Washington Street
Indianapolis, IN 46204

James A. Schmidt
115 West Washington Street
Indianapolis, IN 46204

John Rulli
115 West Washington Street
Indianapolis, IN 46204

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INDIANA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMON FLORIDA MALL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 NOV -9 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3312402 8300

AUTHENTICATION: 0779594

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DATE: 11-08-00