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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Hines Real Estate Securities, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

AND
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FLORIDA
STATE
DEPARTMENT OF
CORPORATIONS

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JB
11-24-03

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. Hines Real Estate Securities, 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 3. 11-3694399
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 06/26/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 2800 Post Oak Blvd, Ste 4800, Houston, TX 77056
(Principal office address)
- same
(Current mailing address)

- 8. To engage in the sale of securities
(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/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (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
By: [Signature]
(Registered agent's signature)

EA Wallace
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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. _____

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

14. Frank R. Apollo, Secretary

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

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OFFICERS

Robert F. Muller, Jr.	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	President
Sherri W. Schugart	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	Vice Pres.
Frank R. Apollo	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	VP/Secretary Treasurer

DIRECTORS

C. Hastings Johnson	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	Director
Charles M. Baughn	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	Director
Charles N. Hazen	2800 Post Oak Blvd, Ste 4800 Houston, TX 77056	Director

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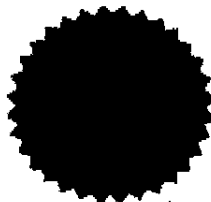
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HINES REAL ESTATE SECURITIES, 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2003.

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

3675431 8200

030670516



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2697568

DATE: 10-17-03