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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Palms and Woodbine - FL, Inc.

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**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. PALMS AND WOODBINE - FL, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. APPLIED

(FEI number, if applicable)

4. 3/28/2007

(Date of incorporation)

5. PERPETUAL

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

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 101 CALIFORNIA STREET, 26TH FLOOR, SAN FRANCISCO, CA 94111-5853

(Principal office address)

875 N MICHIGAN AVENUE, 41ST FLOOR, CHICAGO, IL 60611-1910

(Current mailing address)

8. REAL ESTATE INVESTMENT

(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 NOT acceptable)

Name: \_\_\_\_\_

C T Corporation System

Office Address: \_\_\_\_\_

1200 South Pine Island Road

Plantation

(City)

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.*

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

(Registered agent's signature)

**Kristine Heiberger**  
**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 business addresses of officers and/or directors:

FL019 - (02/03/2006) U-T Systems Online

**A. DIRECTORS**

Chairman: SEE ATTACHED

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED

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. *Susan B. McClintock*  
(Signature of Director or Officer listed in number 12 of the application)

14. SUSAN B. MCCLINTOCK, VICE PRESIDENT AND SECRETARY  
(Typed or printed name and capacity of person signing application)

**PALMS AND WOODBINE - FL, INC.**  
**Directors & Officers**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>TITLE</u></b>
Brian E. McAuliffe	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Director/ President
Angela C. Blaising	875 North Michigan Avenue, 41 <sup>st</sup> Floor Chicago, Illinois, 60611-1901	Vice President
Pamela S. Boneham	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
Craig S. Davey	101 California Street, 26 <sup>th</sup> Fl. San Francisco, California 94111	Vice President
Peter F. Feinberg	280 Park Avenue, 40 <sup>th</sup> Fl. New York, New York 10017-1270	Vice President
Timothy K. Gonzalez	101 California Street, 26 <sup>th</sup> Fl. San Francisco, California 94111	Vice President
Andrew R. Harper	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
William T. Henderson	280 Park Avenue, 40 <sup>th</sup> Floor New York, New York 10017-1270	Vice President
Jeffrey C. Kahl	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
David R. Maki	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
Paul A. Melkus	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
James E. Toney	875 North Michigan Avenue, 41 <sup>st</sup> Fl. Chicago, Illinois 60611	Vice President
Marlena M. Casellini	101 California Street, 26 <sup>th</sup> Floor San Francisco, California 94111	Vice President and Treasurer
Susan E. McClintock	875 North Michigan Avenue, 41 <sup>st</sup> Fl Chicago, Illinois 60611	Vice President and Secretary
Kimberly M. Band	875 North Michigan Avenue, 41 <sup>st</sup> Fl Chicago, Illinois 60611	Assistant Secretary

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALMS AND WOODBINE - FL, 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 TWENTY-EIGHTH DAY OF MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALMS AND WOODBINE - FL, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007.

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



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070371049

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5547091

DATE: 03-28-07