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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

SPG Aventura, Inc.

Certificate of Status	1
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MRS 11/14

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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. SPG AVENTURA, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "(no)," "Co.," or "Corp.")

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

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/7/2007 5. perpetual
(Date of incorporation) (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. 225 W. Washington Street, Indianapolis, IN 46204
(Principal office address)
c/o Corporate Paralegal, 225 W. Washington Street, Indianapolis, IN 46204
(Current mailing address)

8. real estate
(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, 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: Connie Bryan
(Registered agent's signature)
CONNIE BRYAN
SPECIAL 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:

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A. DIRECTORS

Chairman: David Simon
Address: 225 W. Washington St.
Indianapolis, IN 46204

Vice Chairman: Richard S. Sokolov
Address: 225 W. Washington Street
Indianapolis, IN 46204

Director: Melvin Simon
Address: 225 W. Washington Street
Indianapolis, IN 46204

Director: Herbert Simon
Address: 225 W. Washington Street
Indianapolis, IN 46204

B. OFFICERS

President: Richard S. Sokolov
Address: 225 W. Washington Street
Indianapolis, IN 46204

Vice President: Stephen E. Stzrett
Address: 225 W. Washington Street
Indianapolis, IN 46204

Secretary: James M. Barkley
Address: 225 W. Washington Street, P.O. Box 7033, Indianapolis, IN 46207-7033

Treasurer: Andrew Juster
Address: 225 W. Washington Street, P.O. Box 7033, Indianapolis, IN 46207-7033

See Attachment A for continued list of officers.

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

13. James A. Schmidt
(Signature of Director or 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 A
SIMON PROPERTY GROUP, INC. -
SUPPLEMENTAL OFFICERS LIST**

OFFICERS:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Gary L. Lewis	225 W. Washington St., Suite 15E Indianapolis, IN 46204	Sr. Executive Vice President, Leasing
J. Scott Mumphrey	225 W. Washington St., Suite 15E Indianapolis, IN 46204	Executive Vice President, Property Management
John Rulli	225 W. Washington St., Suite 15E Indianapolis, IN 46204	Executive Vice President, Chief Administrative Officer
Andrew Juster	225 W. Washington St., Suite 15E Indianapolis, IN 46204	Treasurer
James A. Schmidt	225 W. Washington St., Suite 15E Indianapolis, IN 46204	Assistant Secretary

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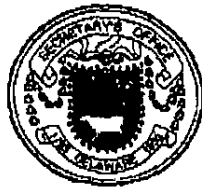
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPG AVENTURA, 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 SEVENTH DAY OF NOVEMBER, A.D. 2007.

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



4453685 8300

071199637

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6161447

DATE: 11-07-07