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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Spirit Finance Corporation

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spirit Finance Corporation
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Julie Dimond
Name of Person

Spirit Finance Corporation
Firm/Company

14631 N. Scottsdale Road Suite 200
Address

Scottsdale, AZ 85254-2711
City/State and Zip Code

jdimond@spiritfinance.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie Dimond at (480) 315-6609
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. Spirit Finance Corporation

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

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

2. Maryland

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

3. 20-0175773

(FEI number, if applicable)

4. 8/14/2003

(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. 14631 N Scottsdale Rd., Ste 200 Scottsdale, AZ 85254-2711

(Principal office address)

14631 N. Scottsdale Road, Suite 200, Scottsdale, AZ 85254-2711

(Current mailing address)

8. See attached.

(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.

By:

James Martin
C T Corporation System

(Registered agent's signature)

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

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. 

(Signature of Director or Officer listed in number 12 of the application)

14. Julie N. Dimond, Vice President - Tax and Operations, Assistant Secretary

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

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Spirit Finance Corporation

Description of nature of business:

Investment in real estate and providing financing to owners and operators of real estate, operated by companies that provide goods and services to consumers.

<u>Director</u>	<u>Class</u>	<u>Address</u>
Kevin Charlton	Class I	c/o Macquarie Capital Securities (USA) Inc. 125 West 55th Street, 22nd Floor New York, NY 10019
David Weil	Class II	c/o TPG-AXON Capital 888 Seventh Avenue, 38th Floor New York, NY 10019
Johann Petur Reyndal	Class III	c/o Kaupthing banki hf / Kaupthing Bank hf Fyrirtækjaraðgjöf / Investment Banking Borgartún 19 - IS 105 Reykjavík -- Iceland
Vacant	Class IV	N/A
Alexander Austin	Class V	c/o Access Capital Advisors Level 1 39 Brisbane Avenue Barton Act 2600 PO BOX E347 Kingston 2604
Vacant	Class VI	N/A
Ariel Masafy	Class VII	c/o TPG-AXON Capital 888 Seventh Avenue, 28th Floor New York, NY 10019
Vacant	Class VIII	N/A
Vacant	Class IX	N/A
Vacant	Class X	N/A
Joanna Hewitt	Class XI	2720 31st Place, NW Washington, DC 20008
<u>Officers</u>		
Charles H. Cremens	President & Chief Executive Officer, Assistant Secretary	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711

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Gregg A. Seibert	Senior Vice President - Capital Markets, Assistant Secretary and Assistant Treasurer	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711
Michael A. Bender	Chief Financial Officer, Senior Vice President, Treasurer and Assistant Secretary	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711
Julie N. Dimond	Vice President - Tax and Operations, Assistant Secretary	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711
Joni G. Barrett	Vice President - Compliance, Secretary	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711
Sean D. Hufford	Vice President - Portfolio Management	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711
Christopher K. Burbach	Vice President - Investment Management	14631 N. Scottsdale Road, Suite 200, Scottsdale, Arizona 85254-2711

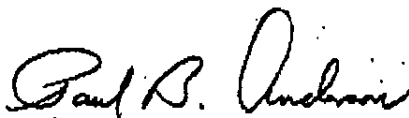
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STATE OF MARYLAND
Department of Assessments and Taxation

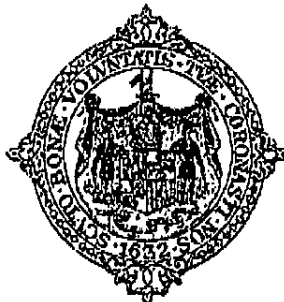
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SPIRIT FINANCE CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 29, 2009.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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