

F11000004924

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 : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

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

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
CAREY REIT II, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CAREY REIT II, INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CATIA KOSSOVSKY, ESQ.

Name of Person

REED SMITH, LLP

Firm/Company

20 STANWIX STREET, SUITE 1200

Address

PITTSBURGH, PA 15222

City/State and Zip code

CKOSSOVSKY@REEDSMITH.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CATIA KOSSOVSKY

at (412) 288-8731

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 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. CAREY REIT II, INC.

(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. 14-2005523

(FEI number, if applicable)

4. MAY 31, 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. 50 ROCKEFELLER PLAZA, 2ND FLOOR, NEW YORK, NY 10020

(Principal office address)

50 ROCKEFELLER PLAZA, 2ND FLOOR, NEW YORK, NY 10020

(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Judith Reyes
Asst. 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**A. DIRECTORS**Chairman: SEE ATTACHED

Address: _____

Vice Chairman: SEE ATTACHED

Address: _____

Director: SEE ATTACHED

Address: _____

Director: SEE ATTACHED

Address: _____

B. OFFICERSPresident: SEE ATTACHED

Address: _____

Vice President: SEE ATTACHED

Address: _____

Secretary: SEE ATTACHED

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. JIWEI YUAN, EXECUTIVE DIRECTOR

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAREY REIT II, INC.

Directors and Officers

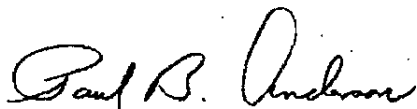
NAME	TITLE	ADDRESS
Trevor P. Bond	President, Chief Executive Officer and Board Member	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Thomas E. Zacharias	Managing Director, Chief Operating Officer and Board Member	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Mark J. DeCesaris	Managing Director, Chief Financial Officer and Board Member	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Paul Marcotrigiano	Executive Director	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Thomas J. Ridings, Jr.	Executive Director and Chief Accounting Officer	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Jiwei Yuan	Executive Director	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Sunny Holcomb	Senior Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Robert N. Jenkins	Senior Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Donna M. Neiley	Senior Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Gregory M. Pinkus	Senior Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Jeff Zomback	Senior Vice President and Treasurer	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Brooks Gordon	Director	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Darren Postel	Director	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Christopher Hayes	Second Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Nicolas Isham	Second Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Adhish Lal	Second Vice President	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Susan C. Hyde	Secretary	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
Julie Dwyer	Assistant Treasurer	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020
James A. Fitzgerald	Assistant Secretary	50 Rockefeller Plaza, 2 nd Floor New York, NY 10020

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 CAREY REIT II, INC., INCORPORATED MAY 31, 2007, 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 NOVEMBER 23, 2011.



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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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