

F11000004985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

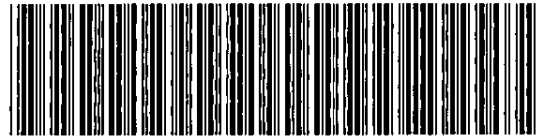
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700214724477

12/13/11--01013--017 **70.00

RECEIVED
11 DEC 13 PM 12:10
CORPORATION STATE
INVESTMENT OPERATIONS
TALLAHASSEE, FLORIDA

FILED
2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 14 2011



CT Corporation

1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctcorporation.com

December 13, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8328875 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Hines GS Properties, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 GS Properties, 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. Delaware 3. 76-0459679
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/19/1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2012
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2800 Post Oak Blvd., Suite 4800, Houston, Texas 77056
(Principal office address)

Same as above
(Current mailing address)

8. Commercial Property Management
(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)

2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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: Howard L. Volz
(Registered agent's signature)

Howard L. Volz
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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gerald D. Hines

Address: 2800 Post Oak Blvd., Suite 4800

Houston, TX 77056

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED ADDENDUM

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. *Jeanine E. Hutchens*
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. Jeanine E. Hutchens, Vice President/Assistant Secretary
(Typed or printed name and capacity of person signing application)

HINES GS PROPERTIES, INC.

DIRECTOR

Gerald D. Hines

OFFICERS

President	Jeffrey C. Hines	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vice President	C. Kevin Shannahan	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vice President	Michael Allen	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vive President	Scott Murray	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vice President	Thomas Kruggel	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vice President/Secretary	Kay P. Forbes	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Vice President/Asst Secretary	Jeanine E. Hutchens	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056
Assistant Secretary/Treasurer	Jay Bennett	2800 Post Oak Blvd., Ste. 4800 Houston, TX 77056

2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HINES GS PROPERTIES, 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 TWELFTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

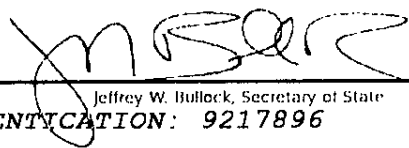
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2011 DEC 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2439256 8300

111278456




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9217896

DATE: 12-12-11