

F12000002561

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) 521-0821
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.

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**FOREIGN PROFIT/NONPROFIT CORPORATION
GENERAL GROWTH SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	0X 08
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June 19, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: GENERAL GROWTH SERVICES, INC.
REF: W12000033049

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the entity.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000161483
Letter Number: 512A00016964

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: General Growth Services, 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:

Cassandra Grant
Name of Person

General Growth Properties, Inc.
Firm/Company

110 North Wacker Drive
Address

Chicago, IL 60606
City/State and Zip code

cassandra.grant@ggp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cassandra Grant at (312) 960-5945
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. General Growth Services, 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.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/07/2012 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. 110 North Wacker Drive, Chicago, IL 60606
(Principal office address)
110 North Wacker Drive, Chicago, IL 60606
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Becky Peirce Becky Peirce Assistant Vice President

(Registered agent's signature)

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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TALLAHASSEE FLORIDA

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: _____

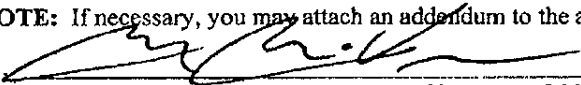
Secretary: _____

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

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. Michael B. McVickar, Assistant Secretary

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

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RIDER TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS
FOREIGN CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers and Directors of General Growth Services, Inc.:

12.A DIRECTORS

<u>Name</u>	<u>Business Address</u>
Michael B. Berman	110 North Wacker Drive, Chicago, IL 60606
Shobi Khan	110 North Wacker Drive, Chicago, IL 60606
James A. Thurston	110 North Wacker Drive, Chicago, IL 60606

12.B OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Sandeep Mathrani	Chief Executive Officer	110 North Wacker Drive, Chicago, IL 60606
Michael B. Berman	Chief Financial Officer and Executive Vice President	110 North Wacker Drive, Chicago, IL 60606
Shobi Khan	Chief Operating Officer	110 North Wacker Drive, Chicago, IL 60606
Alan J. Barocas	Senior Executive Vice President	110 North Wacker Drive, Chicago, IL 60606
Marvin J. Levine	Executive Vice President and Chief Legal Officer	110 North Wacker Drive, Chicago, IL 60606
Charles E. Lhotka	Executive Vice President	110 North Wacker Drive, Chicago, IL 60606
Richard S. Pesin	Executive Vice President	110 North Wacker Drive, Chicago, IL 60606
Hugh K. Zweig	Executive Vice President	110 North Wacker Drive, Chicago, IL 60606
Kathleen M. Courtis	Senior Vice President	110 North Wacker Drive, Chicago, IL 60606
Heath R. Fear	Senior Vice President	110 North Wacker Drive, Chicago, IL 60606
James A. Thurston	Senior Vice President, Chief Accounting Officer and Treasurer	110 North Wacker Drive, Chicago, IL 60606
Rajeev Viswanathan	Senior Vice President	110 North Wacker Drive, Chicago, IL 60606
Scott T. Morey	Chief Information Officer	110 North Wacker Drive, Chicago, IL 60606
Matthew A. Beverly	Vice President	110 North Wacker Drive, Chicago, IL 60606

Stacie L. Herron	Vice President and Secretary	110 North Wacker Drive, Chicago, IL 60606
Jason P. Colton	Vice President	110 North Wacker Drive, Chicago, IL 60606
Mary Beattie-Binder	Assistant Secretary	110 North Wacker Drive, Chicago, IL 60606
Andrew P. Massmann	Assistant Secretary	110 North Wacker Drive, Chicago, IL 60606
Michael B. McVickar	Assistant Secretary	110 North Wacker Drive, Chicago, IL 60606
Howard A. Sigal	Assistant Secretary	110 North Wacker Drive, Chicago, IL 60606

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TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL GROWTH SERVICES, 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 FIFTEENTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENERAL GROWTH SERVICES, INC." WAS INCORPORATED ON THE SEVENTH DAY OF JUNE, A.D. 2012.

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

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120745604



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9648045

DATE: 06-15-12