



Prentice Hall Legal & Financial Services

ATTN: Ellen (004) 222-7495

1201 HANCOCK STREET SUITE 105
WILMINGTON, DE 19801

CORPORATION(S) NAME

CHARTER NUMBER

Cousins / New Market Development Company
Inc

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☒ Fictitious Business Name
☐ Foreign - Profit
☒ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mfr. Veh.

☐ Merger
☐ Name Reservation 400001392614
☐ Name Registration 01/30/95 - 01/30/96
☐ Non-Profit/Articles of Incorporation 50 +++120.50
☐ Other _____
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1 _____
☐ UCC/Filing 3 _____

☒ Certified Copy _____
☐ Photocopy _____
☐ Corporate Print-Out _____
☐ Fictitious/Owner Search _____
☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

☒ Walk In () Call if Problem () Will Wait (☒) Pick up 1/30 11:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: ATI BY: Ellen

BRANCH RECEIVING: tail BY: WSS

REF/JOB # 070-95-03857

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO

DATE SENT: 1/30/95 MAIL FAX ☒ FED EXP.

FILED: 1/1

SENT TO: BRANCH ☒ CLIENT _____

SPECIAL INSTRUCTIONS: add 120.50

CHECK # _____

ST./CTY/ FEES _____

CORR. FEE/
SPEC. HANDL. _____

MESSANGER _____

COPIES _____

FAX FEE _____

OTHER _____

TOTAL _____

1/30
95 JAN 30 AM 10:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Couninn/New Market Development Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 58-2013436
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-7-92 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683
(Current mailing address)
8. Acquisition, development, management and leasing of property and any lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) not specifically prohibited to corporations under the laws of the state of Florida.
9. **Name and street address of Florida registered agent:**
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, 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.

C T Corporation System
By: [Signature]
(Registered agent's signature)
Allan Farnell, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 11:10:11

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

A. DIRECTORS

Director ~~Chairman~~: Bennett Brown
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Director ~~Vice Chairman~~: Richard Salomon
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Director: Richard W. Courta, II
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Director: Thomas G. Counlin
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683
(continued on attached sheet.)

B. OFFICERS

President: Thomas G. Counlin
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Sr. Exec. Vice President: Vipin L. Patel
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Sr. VP/Secretary:
General Counsel Tom G. Charlenworth
2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683

Sr. VP/CFO/Treasurer: Peter A. Tartikoff
Asst. Sec. 2500 Windy Ridge Parkway, Suite 1600
Address: Atlanta, Georgia 30339-5683
(see attached sheet.)

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

13. Tom G. Charlenworth
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tom G. Charlenworth, Senior Vice Pres.
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION OF C-17
95 JUN 30 PM 3:01

COUSINS PROPERTIES INCORPORATED

12.

A. DIRECTORS (continued from previous sheet)

Henry C. Goodrich
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Boone A. Knox
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

B. OFFICERS

George Berry, Senior Vice President
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Daniel M. DuPree, Senior VP and President Retail Division
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Craig B. Jones, Senior Vice President
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

John L. Murphy, Senior Vice President Marketing
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

W. James Overton - Senior Vice President Development
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

William C. Smith - Senior VP and President Office Division
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Roy I. Wood, Jr. - Senior VP Management
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Kelly H. Barrett - Vice President Controller
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Jack A. LaHue - Vice President & Assistant Secretary
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 30 AM 10:01

Mark B. Riley - Vice President
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Barbara Arogati - Assistant VP Tax Manager
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 JAN 30 AM 10:01

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950170948
CONTROL NUMBER : 9219757
DATE INC/AUTH/FILED: 10/07/1992
JURISDICTION : GEORGIA
PRINT DATE : 01/17/1995
FORM NUMBER : 211

SUSAN ARNOLD
TROUTMAN, SANDERS
600 P'TREE ST NE SUITE 5200
ATLANTA GA 30308

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 30 AM 10:01

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

COUSINS/NEW MARKET DEVELOPMENT COMPANY, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE



Prentice Hall Legal & Financial Services

ATTN: Ms. S. (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

F95000000487

Cousins / New Market Development
Company Inc

500001406765
-02/15/95--01037--001
*****35.00 *****35.00

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other Acup of Correction
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☐ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ES FEB 15 PM 12:04
2000

(X) Walk In () Call If Problem () Will Wait (X) Pick up 2/15/00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: AA1 BY: Ellen
BRANCH RECEIVING: Tally BY: Msa
REF/JOB # 70-95-03859

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO

DATE SENT: 1/1 MAIL FAX FED EXP.

FILED: 1/1

SENT TO: BRANCH X CLIENT _____

SPECIAL INSTRUCTIONS: cut & 35.00

CHECK # _____
ST./CTY/ FEES _____
CORR. FEE/ _____
SPEC. HANDL. _____
MESSENGER _____
COPIES 2/15 _____
FAX FEE _____
OTHER MSA _____
TOTAL 35.00

O.K. per S.P.

Amending O/D

OFFICER'S AFFIDAVIT

FILED
55 FEB 15 PM 12:04
SECRETARY OF FLORIDA
TALLAHASSEE

An Application by a Foreign Corporation for Authorization to Transact Business in Florida in the name of Cousins/New Market Development Company, Inc. was filed with the Florida Department of State on January 30, 1995. The list of officers and directors attached to the Application was incorrect. Attached to this Officer's Affidavit is a true and correct listing of the officers and directors for Cousins/New Market Development Company, Inc.

IN WITNESS WHEREOF, the undersigned officer of Cousins/New Market Development Company, Inc. hereby sets his hand and seal of the corporation this 11 day of February, 1995.

COUSINS/NEW MARKET DEVELOPMENT
COMPANY, INC.

By:

Its:

John F. [Signature]
General Vice Pres.

(SEAL)

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

A. DIRECTORS

Director ~~CHAIRMAN~~: Thomas G. Cousinn
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Director ~~Vice Chairman~~: Vipin L. Patel
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Daniel M. DuPree
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Exec Vice President: Craig B. Jones
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Sr. VP/CFO/Secretary:
General Counsel: Tom G. Charlesworth
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

VP/Controller ~~TREASURER~~: Kelly H. Barrett
Address: 2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

(continued on attached sheet)

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

13. Tom G. Charlesworth
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Tom G. Charlesworth Senior Vice Pres.
(Typed or printed name and capacity of person signing application)

COUBINS/NEW MARKET DEVELOPMENT COMPANY, INC.

12. OFFICERS (continued from previous sheet)

Joel T. Murphy - Senior Vice President and Assistant Secretary
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Alan S. Perlstein - Senior Vice President Real Estate
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Ronald B. Pfohl - Vice President Leasing
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Robert S. Wordes - Vice President Asset Management
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Joe H. Miller, IV - Vice President Senior Development Officer
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Michael Lant - Vice President Development
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

William Bassett - Vice President Development
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Peter A. Tartikoff - Senior VP & Assistant Secretary
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Barbara Arogeti - Assistant Vice President Tax Manager
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Mark Riley - Vice President & Assistant Secretary
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683

Michael Quinley - Controller & Assistant Secretary
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683



Cousins

F 95000000487

December 29, 1995

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

To Whom it May Concern:

000001691420
-01/18/96--01006--019
*****35.00 *****35.00

Please find enclosed the application for amendment of authorization to transact business in Florida along with the \$35 filing fee.

If you should have any questions regarding the application, please call me at (770)955-2200.

Sincerely,

Kristin R. Myers

Kristin R. Myers
Tax Manager

cc: Pete Tartikoff
Tom Charlesworth

FILED
96 JAN 17 PM 3:52
DIVISION OF STATE
TALLAHASSEE, FLORIDA

NC
1/18
R/28

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. Cousins/New Market Development Company, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. January 30, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 22, 1995
5. Cousins Market Centers, Incorporated
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Signature

Date

Typed or printed name

Title

FILED
JAN 17 PM 3:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 953520225
CONTROL NUMBER : 9219757
DATE INC/AUTH/FILED: 10/07/1992
JURISDICTION : GEORGIA
PRINT DATE : 12/18/1995
FORM NUMBER : 215

TOM CHARLESWORTH
COUSINS MARKETCENTERS
2500 WINDY RIDGE PARKWAY SUITE 1600
ATLANTA GA 30339

CERTIFIED COPY

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

COUSINS MARKETCENTERS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the Jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1330

DOCKET NUMBER : 952680405
CONTROL NUMBER: 9219757
EFFECTIVE DATE: 08/22/1995
REFERENCE : 0045
PRINT DATE : 10/18/1995
FORM NUMBER : 611

MARILYN S. O'NEAL
KING & SPALDING
191 PEACHTREE ST.
ATLANTA, GA 30303-1763

CERTIFICATE OF NAME CHANGE AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

COUSINS/NEW MARKET DEVELOPMENT COMPANY, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

COUSINS MARKETCENTERS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

952680405
\$20

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

COUSINS/NEW MARKET DEVELOPMENT COMPANY, INC.

1.

The name of Corporation is Cousins/New Market Development Company, Inc. The Corporation was incorporated on October 7, 1992 and its Charter Number is 9219757.

2.

The amendment is to delete Article 1 of the Articles of Incorporation in its entirety and in its place and in lieu thereof to add the following new Article 1:

"1

The name of the Corporation is "Cousins MarketCenters, Inc."

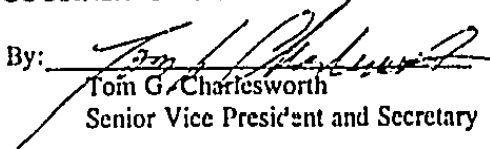
3.

The foregoing amendment was duly adopted by the Board of Directors of the Corporation on August 7, 1995, and no approval of the Shareholders of the Corporation was required pursuant to Section 14-2-1006 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Cousins/New Market Development Company, Inc. has caused these Articles of Amendment to be executed by its duly authorized officer, this 7th day of August, 1995.

COUSINS/NEW MARKET DEVELOPMENT COMPANY, INC.

By:


Tom G. Charlesworth
Senior Vice President and Secretary

(1) BSR


SEP 20 2 26 PM '95

SECRETARY OF STATE

CERTIFICATE REGARDING REQUEST FOR PUBLICATION OF
NOTICE OF CHANGE OF CORPORATE NAME

The undersigned hereby certifies that Cousins MarketCenters, Inc. has delivered to the Marietta Daily Journal, which is the official organ of Cobb County, Georgia where the registered office of Cousins MarketCenters, Inc. is located, a request to publish a notice of change of corporate name from Cousins/Now Market Development Company, Inc. to Cousins MarketCenters, Inc. The undersigned certifies that Cousins MarketCenters, Inc. has tendered payment in the amount of Forty Dollars (\$40.00) to accompany the request for publication.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature and the seal of Cousins MarketCenters, Inc., this 22nd day of August, 1995.


Tom G. Charlesworth,
Senior Vice President and Secretary

[CORPORATE SEAL]

SEP 20 2 26 PM '95
BSR (1)

SECRETARY OF STATE

SEP 20 2 37 PM '95
BSR (1)