

F9500004084

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

7000001567277
-08/23/95--01049--002
*****70.00 *****70.00

Rouse - Fort Myers, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of B.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

*3:00
8-23-95*

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Rouss-Fort Myers, 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. Maryland
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. July 26, 1995
(Date of incorporation)
5. Perpetual
(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 617.156, F.S.))
7. The Rouse Company, 10275 Little Patuxent Parkway, Columbia, Maryland
21044
(Current mailing address)
8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marilyn Lizzio
(Registered agent's signature) (Officer)

MARILYN LIZZIO - ASST. Secy.
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 AUG 23 PM 12:25

FILED

Treasurer: _____

Address: _____

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

13. David Schwinn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David R. Schwinn, Vice President
(Typed or printed name and capacity of person signing application)

FILED

95 AUG 23 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Rouse-Fort Myers, Inc.**

To engage in and carry on the business of investment in, and development of, real estate and related projects, either individually or as a partner or joint venturer with other individuals, partnerships or corporations and in this connection to purchase, lease or otherwise acquire, plan, subdivide, develop, construct, own, maintain, manage, and operate real estate and improvements thereon of every kind and description.

FILED
55 AUG 23 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROUSE-FORT MYERS, INC.

Directors

David H. Banson, Jeremiah E. Casey, Anthony W. Deering, Rohit M. Desai, Mathias J. DeVito, Juanita T. James, Thomas J. McHugh, Hanne Merriman, Roger W. Schipke, Alexander B. Trowbridge

Officers

Anthony W. Deering	:	President Chief Executive Officer
Douglas A. McGregor	:	Executive Vice-President
Jeffrey H. Donahue	:	Senior Vice-President Chief Financial Officer
Bruce D. Alexander	:	Senior Vice-President
Duke S. Kassolis	:	Senior Vice-President
Paul I. Latta, Jr.	:	Senior Vice-President
Robert Minutoli	:	Senior Vice-President
Robert D. Riedy	:	Senior Vice-President
Alton J. Scavo	:	Senior Vice-President
Jerome D. Smalley	:	Senior Vice-President
Larry M. Wolf	:	Senior Vice-President
Richard G. McCauley	:	Senior Vice-President General Counsel Secretary
George L. Yungmann	:	Senior Vice-President Controller
Patricia H. Dayton	:	Vice-President Treasurer
Anthony F. Albanese	:	Vice-President
Laurin B. Askew, Jr.	:	Vice-President
William D. Boden	:	Vice-President
Laurence A. Brocato	:	Vice-President
Michael J. Bryant	:	Vice-President
Robert M. Byrne	:	Vice-President
Paul C. Fickinger	:	Vice-President
Kenneth M. Marty	:	Vice-President
Ruben A. Roca	:	Vice-President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 AUG 23 PM 12:25

FILED

Karon C. Walr	:	Vice-President
B. Owon Williams	:	Vice-President
Holly J. Stagmer	:	Vice-President Controller
John J. Szymanski	:	Vice-President Assistant Controller
James D. Lono	:	Vice-President Associate General Counsel Assistant Secretary
David R. Schwlesow	:	Vice-President Associate General Counsel Assistant Secretary
John W. Steele, III	:	Vice-President Associate General Counsel Assistant Secretary
Kathleen E. Barry	:	Assistant Secretary
Nancy E. Everett	:	Assistant Secretary
Vicki B. Finkelstein	:	Assistant Secretary
Richard E. Galen	:	Assistant Secretary
Gordon H. Glenn	:	Assistant Secretary
E. Bernard Justis	:	Assistant Secretary
Arianne Hale Monroe	:	Assistant Secretary
M. Lucinda Motsko	:	Assistant Secretary
Jeffrey C. Palkovitz	:	Assistant Secretary
Bruce I. Rothschild	:	Assistant Secretary
Donna M. Sills	:	Assistant Secretary
Suzanne Kirby Welch	:	Assistant Secretary
Beverly J. White	:	Assistant Secretary
Gregory E. Zimmerman	:	Assistant Secretary

95 AUG 23 PM 12:25
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ADDRESS FOR ALL:

c/o Office of the General Counsel
 The Rouse Company
 10275 Little Patuxent Parkway
 Columbia, MD 21044

STATE OF MARYLAND

382004

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

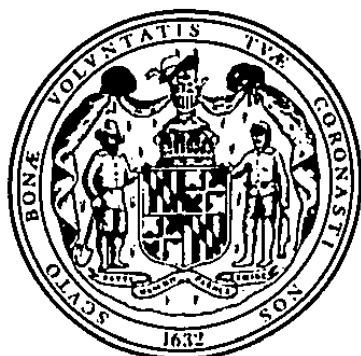
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 AUG 23 PM 12:26

FILED

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ROUSE-FORT MYERS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID 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 THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 2ND DAY OF AUGUST, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER