

F980000001323

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

REEF America REIT Corp. II

300002450073-8

03/09/98 01053-027
*****8.88 *****70.00

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Call if Problem
☐ Will Wait
- ☐ Merg
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☐ CUS
☐ After 4:30
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Acknowledgment
W.P. Verifier

MAR 09 1998

Thanks,
Jeff

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. RREEF America REIT Corp. V
(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. 36-4213384
(FEI number, if applicable)
4. December 31, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 31, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 875 North Michigan Avenue, 41st Floor
Chicago, Illinois 60611-1901
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be formed under the Maryland General Corporation Law, as amended from time to time.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T Corporation System

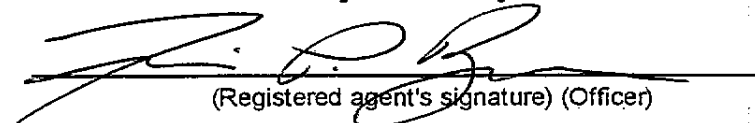
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

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


(Registered agent's signature) (Officer)

Francis P. Reagan 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 See Attachment

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Attachment

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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Treasurer: _____

Address: _____

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

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

14. Donald A. King, Jr., President
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA FOR
RREEF AMERICA REIT CORP. V**

Director

Donald A. King, Jr.	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
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Officers

Donald A. King, Jr.	President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Gerald E. Egan	Vice President Assistant Secretary	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Tracy L. DeMay	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Robert H. Hamor	Vice President	55 East 52 nd Street, 31 st Floor New York, New York 10055-3198
James D. King	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Frederick J. McIntosh	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Robert J. Navratil	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Stephen M. Steppe	Vice President	101 California Street, 26 th Floor San Francisco, California 94111-5853
Gary L. Thompson	Vice President	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Paula M. Ferkull	Treasurer Secretary	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901
Melissa K. Ozturk	Assistant Treasurer Assistant Secretary	875 North Michigan Avenue, 41 st Floor Chicago, Illinois 60611-1901

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STATE OF MARYLAND

612142

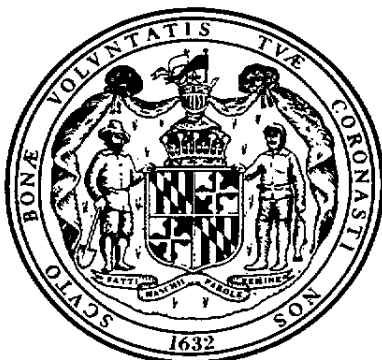
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

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 REEF AMERICA REIT CORP. V 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.

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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 6TH DAY OF MARCH, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER