

Document Number Only

**F98D00002965**

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

**CORPORATION(S) NAME**

700002535657--0

-05/26/98--01075--030

\*\*\*\*\*8.75 \*\*\*\*\*8.75

700002535657--0

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ipers Riverplace Shopping Center, Inc

205/26

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☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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THANKS

JOEY

# 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. IPERS RIVERPLACE SHOPPING CENTER, 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. DELAWARE

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. 5/20/98

(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 817.155, F.S.)

7. 101 California Street, 26th Floor

San Francisco, CA 94111-5853

(Current mailing address)

8. SEE ATTACHMENT.

(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.

Naseem A. Conde  
C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

NASEEM A. CONDE  
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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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 (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHMENT.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHMENT.

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

14. Tracy L. DeMay, Vice President  
(Typed or printed name and capacity of person signing application)

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**Attachment to Application by Foreign Corporation to Transact Business in Florida**

**IPERS Riverplace Shopping Center, Inc.**

**Item 8. STATEMENT OF CORPORATE PURPOSES**

IPERS Riverplace Shopping Center, Inc., is organized for the exclusive purposes of (1) acquiring real property and holding title to, and collecting income from, such property; (2) remitting the entire amount of income from such property (less expenses) to its stockholders; and (3) engaging in any other activities not inconsistent with Section 501(c)(25) of the Internal Revenue Code of 1986, as amended.

**Item 12. OFFICERS AND SOLE DIRECTOR**

Donald A. King, Jr.	Director and President	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901
Gerald E. Egan	Vice President Assistant Secretary	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901
Pamela Schmidt Boneham	Vice President	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901
Tracy L. DeMay	Vice President	101 California Street, 26th Floor San Francisco, CA 94111-5853
Stephen M. Steppe	Vice President	101 California Street, 26th Floor San Francisco, CA 94111-5853
Gary L. Thompson	Vice President	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901
James D. King	Vice President	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901
Robert H. Hamor	Vice President	55 E. 52nd Street, 31st Floor New York, NY 10055
Thomas A. Caputo	Vice President	55 E. 52nd Street, 31st Floor New York, NY 10055
Paula M. Ferkull	Treasurer Secretary	875 N. Michigan Avenue, 41st Floor Chicago, IL 60611-1901

*State of Delaware*  
*Office of the Secretary of State*

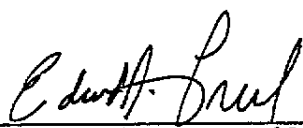
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IPERS RIVERPLACE SHOPPING CENTER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 1998.

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

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SECRETARY OF STATE  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9095369

DATE: 05-21-98