

F980000004069

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

500002590835-16

-07/16/98-01069-019

*****70.00 *****70.00

W98-16188

HM Properties of Florida, LTD

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ UCC FILING

☐ Other

☐ Change of R.A.

☐ Facilities

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

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7/17

RECEIVED

PM 12:19

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Please call Jeff Butterfield
if any problems/questions.

THANKS !



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1998

C T CORP

*WALK-IN
Pick-up*

SUBJECT: HM PROPERTIES OF FLORIDA, LTD.
Ref. Number: W98000016188

We have received your document for HM PROPERTIES OF FLORIDA, LTD. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Both names must contain a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 298A00037887

*ATTN: Michael Mays
Please BACKDATE*

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Richard Metzner, do hereby certify that this Resolution of the Board of Directors of HM Properties of Florida, Ltd., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 14, 1998.

Resolved, that HM Properties of Florida, Ltd., organized and existing in the State of Delaware, hereby adopts the name HM Retail Properties of Florida, Ltd., for use in Florida.

DATED: July^{14th}, 1998



Name: Richard J. Metzner
Title: Vice President

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**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. HM Properties of Florida, Ltd., 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. July 13, 1998
(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. Marisa M. Mateo c/o Altheimer & Gray
10 South Wacker Drive, Chicago, IL 60606
(Current mailing address)
To engage in any lawful act or activity for which Delaware Corporations may be organized under and permitted under the Florida General Corporation Act, Sec 607.317
8. Sec 607.317
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

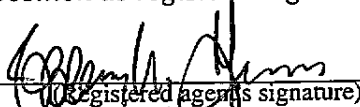
Name: CT Corporation System

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.


(Registered agent's signature)

Jeffery M. Graves, 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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

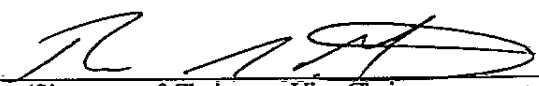
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Vice President, Richard J. Metzner
(Typed or printed name and capacity of person signing application)

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Directors

Name	Address	Start Date	Term. Date	Current/Former
Katz, Stuart C.	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-0480 Fax: (312) 541-8737			Current
Schlesinger, Barty	9601 Wilshire Boulevard Beverly Hills, CA 90210 Tel: (310) 285-7222 Fax: (310) 550-7731			Current
Smith, Roger E.	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-8523 Fax: (312) 628-6840			Current

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Name	Title	Address	Start Date	Term. Date	Current/Former
Tyson, Joseph B.	Vice President, Asst. Treasurer & Asst. Secretary	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-5591			Current
Wachsner, Tony M.	President	9801 Wilshire Boulevard Beverly Hills, CA 90210 Tel: (310) 285-7227			Current
Zimmerman, Tony R.	Vice President, Secretary	180 N. LaSalle Street Chicago, IL 60611 Tel: (312) 654-3980			Current

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- 2B

Officers

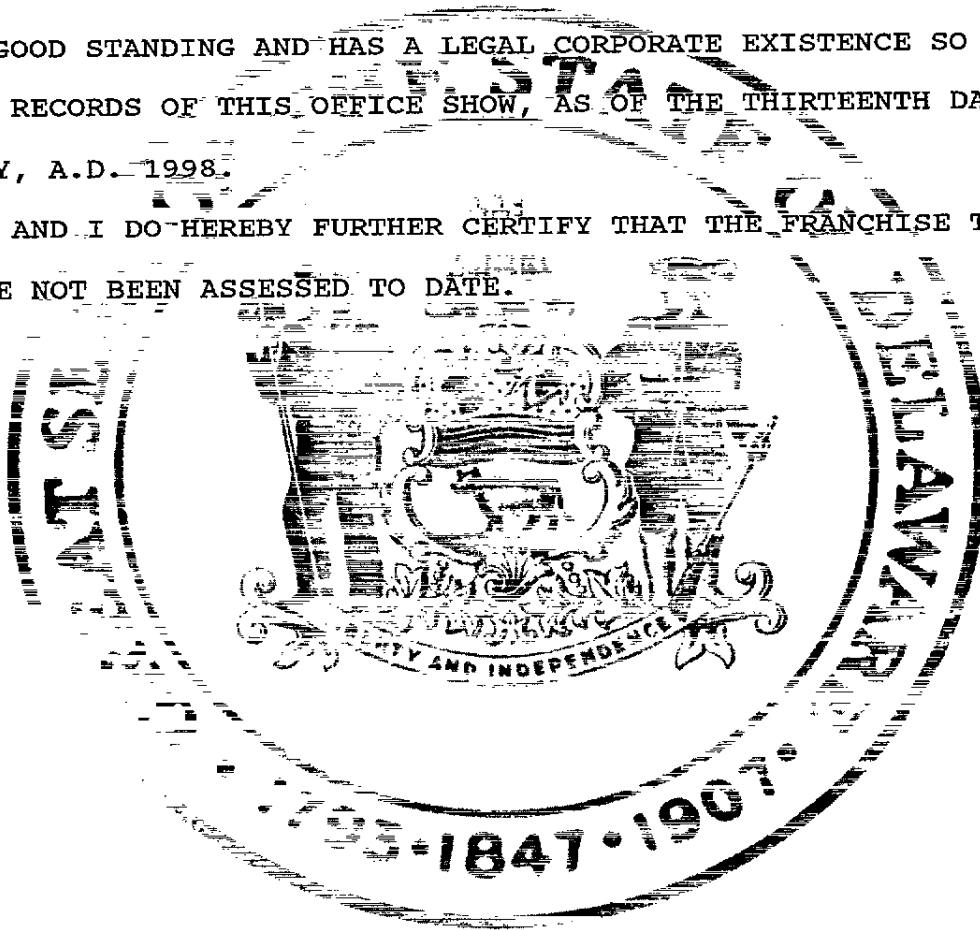
Name	Title	Address	Start Date	Term. Date	Current/Former
Beasley, Larry	Vice President	900 N. Michigan Avenue Chicago, IL 60611 Tel: (312) 654-3971			Current
Betush, Judith	Vice President	900 N. Michigan Avenue Chicago, IL 60611 Tel: 312-654-3957			Current
Bonifazi, Virgil	Vice President	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-5804			Current
Elston, J.C.	Vice President	900 N. Michigan Avenue Chicago, IL 60611 Tel: 312-654-3954			Current
Freeman, Maria	Vice President	900 N. Michigan Avenue Chicago, IL 60611 Tel: (312) 654-3904			Current
Greer, Dennis	Vice President	1331 Lamar, Suite 1365 Houston, TX 77010 Tel: (713) 616-1445			Current
Grossman, Ira S.	Vice President	9601 Wilshire Boulevard Beverly Hills, CA 90210 Tel: (310) 285-7285			Current
Hause, Douglas	Vice President	1331 Lamar, Suite 1370 Houston, TX 77010 Tel: (713) 739-8411			Current
Kelly, Mike	Vice President		1/1/98		Current
Mortens, Jean M.	Vice President & Treasurer	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-4443			Current
	Vice President, Assistant Secretary	180 N. LaSalle Street Chicago, IL 60601 Tel: (312) 855-0451			Current
O'Brien, James G.	Vice President	180 N. LaSalle Street Chicago, IL 60601 USA Tel: 312-855-0457			Current
Powalish, Jerome	Vice President	900 N. Michigan Avenue Chicago, IL 60611 Tel: (312) 854-3850			Current
Schlesinger, Barry	Chairman	9601 Wilshire Boulevard Beverly Hills, CA 90210 Tel: (310) 285-7222			Current
Soman, Joann R.	Vice President	8181 Northwest 14th Street, Suite 100 Miami, FL 33129 Tel: (305) 590-1515			Current
Stenberg, David	Vice President	80 South Eighth Street, Suite 3450 Minneapolis, MN 55402 Tel: (612) 339-0858			Current

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HM PROPERTIES OF FLORIDA, LTD." 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 THIRTEENTH DAY OF JULY, A.D. 1998.

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



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

9192608

DATE:

07-13-98