

# F98000004565



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 922381 4373528

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 10, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 922381-005

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom  
The Rouse Corporation  
10275 Patuxent Pkwy.  
(legal Division)  
Columbia, MD 21044

500002613015--8

FOREIGN FILINGS

NAME: ROUSE-GOVERNOR'S SQUARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

**FILED**  
98 AUG 11 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
98 AUG 11 PM 12:09  
DIVISION OF CORPORATION

*AS 8/11/98*

# 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. Rouse-Governor's Square, 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 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 31, 1998 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 817.155, F.S.))
7. c/o Office of the General Counsel, The Rouse Company  
10275 Little Patuxent Parkway, Columbia, MD 21044  
(Current mailing address)
8. Own a partnership interest in a retail shopping center  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.

Corporation Service Company

By: [Signature]  
(Registered agent's signature)

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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: SEE ATTACHED RIDER

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President:

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.

*David R. Schwiesow*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)  
David R. Schwiesow, Vice-President

14.

(Typed or printed name and capacity of person signing application)

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**ROUSE-GOVERNOR'S SQUARE, INC.**  
**RIDER**

**DIRECTORS:** David H. Benson, Jeremiah E. Casey, Mathias J. DeVito, Anthony W. Deering, Rohit M. Desai, Juanita T. James, William R. Lummis, Thomas J. McHugh, Hanne M. Merriman, Roger W. Schipke, Alexander B. Trowbridge, Gerard J. Vlak

**OFFICERS:**

Anthony W. Deering	:	Chairman of the Board President Chief Executive Officer
Douglas A. McGregor	:	Executive 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
Jeffrey H. Donahue	:	Senior Vice-President Chief Financial Officer
George L. Yungmann	:	Senior Vice-President Controller
Bruce I. Rothschild	:	Vice-President General Counsel Secretary
Patricia H. Dayton	:	Vice-President Treasurer
Anthony F. Albanese	:	Vice-President
Laurin B. Askew, Jr.	:	Vice-President
John A. Badagliacco	:	Vice-President
Rita G. Brandin	:	Vice-President
Laurence A. Brocato	:	Vice-President
Michael J. Bryant	:	Vice-President
Robert M. Byrne	:	Vice-President
Jody L. Clark	:	Vice-President
Thomas M. Fitzpatrick	:	Vice-President
Jack R. Greenberg	:	Vice-President
Peter J. Gruber	:	Vice-President
Anthony T. Hawkins	:	Vice-President
Elizabeth A. Hullinger	:	Vice-President
W. Wallace Lanahan, III	:	Vice-President
Monty C. Leonard	:	Vice-President

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Joel A. Manfredo	:	Vice-President
Kenneth M. Marty	:	Vice-President
John G. McLaughlin	:	Vice-President
Joseph H. Necker, Jr.	:	Vice-President
Perry C. Page	:	Vice-President
Michael L. Podracky	:	Vice-President
Mark W. Polivka	:	Vice-President
John R. Ragland	:	Vice-President
R. Edwards Taylor	:	Vice-President
Marlene F. Weinberg	:	Vice-President
Karen C. Weir	:	Vice-President
Ronald C. Wickwire	:	Vice-President
B. Owen Williams	:	Vice-President
Warren W. Wilson	:	Vice-President
Holly G. Edington	:	Vice-President
Melanie M. Lundquist	:	Assistant Controller
Gary M. Rivers	:	Vice-President
		Assistant Controller
Kathleen E. Barry	:	Vice-President
		Associate General Counsel
		Assistant Secretary
Richard E. Galen	:	Vice-President
		Associate General Counsel
		Assistant Secretary
Gordon H. Glenn	:	Vice-President
		Associate General Counsel
		Assistant Secretary
James D. Lano	:	Vice-President
		Associate General Counsel
		Assistant Secretary
David R. Schwiesow	:	Vice-President
		Associate General Counsel
		Assistant Secretary
John W. Steele, III	:	Vice-President
		Associate General Counsel
		Assistant Secretary
Nancy E. Everett	:	Assistant Secretary
Vicki B. Finkelstein	:	Assistant Secretary
E. Bernard Justis	:	Assistant Secretary
Gabrielle Koepfel	:	Assistant Secretary
Arianne Hale Monroe	:	Assistant Secretary
M. Lucinda Motsko	:	Assistant Secretary
Jeffrey C. Palkovitz	:	Assistant Secretary
Donna M. Sills	:	Assistant Secretary
Beverly J. White	:	Assistant Secretary
Gregory E. Zimmerman	:	Assistant Secretary

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Rouse-Governor's Square, Inc.

**ADDRESS FOR ALL:**

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

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# STATE OF MARYLAND

654986

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

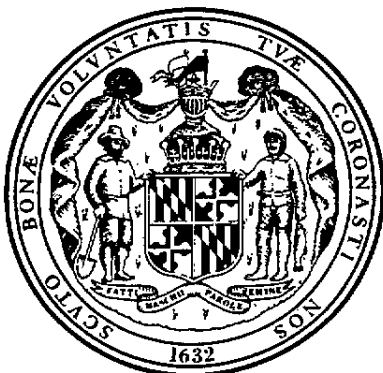
I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT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

I FURTHER CERTIFY THAT ROUSE-GOVERNOR'S SQUARE, 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.

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TALLAHASSEE, FLORIDA



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 3RD DAY OF AUGUST, 1998.

*Rita Winston*  
RITA WINSTON  
CHARTER DIVISION