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Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002845072--2

-04/20/99--01054--009

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

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*****17.50 *****17.50

RREEF America REIT II Corp. C

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Photo Copies

☐ UCC-1 UCC-3

☒ Certified Copy

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

APR 20

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CR2E031 (1-89)

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATION

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. RREEF America REIT II Corp. C
(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
(FEI number, if applicable)
4. April 16, 1999
(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 817.156, F.S.))
7. 875 North Michigan Avenue, Chicago, Illinois 60611
(Current mailing address)
8. Real estate investment
(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


(Registered agent's signature) (Officer)
Francis P. Regan
Assistant 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

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: _____

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Treasurer: _____

Address: _____

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

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

14. Susan E. McClintock, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO
RREEF AMERICA REIT II CORP. C**

Officers and Director

Director President	Donald A. King, Jr.	1430 North Lake Shore Drive Chicago, Illinois 60610
Vice President	Gerald E. Egan	439 Grove Street Glencoe, Illinois 60022
Vice President	James D. King	235 Linden Street Winnetka, Illinois 60093
Vice President	Tracy L. DeMay	2325 Armada Way San Mateo, California 94404
Vice President	Elizabeth S. Cole	1815 North Dayton Street Chicago, Illinois 60614
Vice President	Robert H. Hamor	75 West End Avenue, #P-18A New York, New York 10023
Vice President	Stephen M. Steppe	745 Chiltern Road Hillsborough, California 94010
Vice President	Gary L. Thompson	1325 Royal Oak Lane Glenview, Illinois 60025
Treasurer Secretary	Paula M. Ferkull	308 North Westminster Drive Palatine, Illinois 60067
Assistant Treasurer	Melissa K. Ozturk	1154 Coldspring Road Elgin, Illinois 60120
Assistant Secretary	Susan E. McClintock	2625 Pirates Cove, Unit 2 Schaumburg, Illinois 60173

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STATE OF MARYLAND

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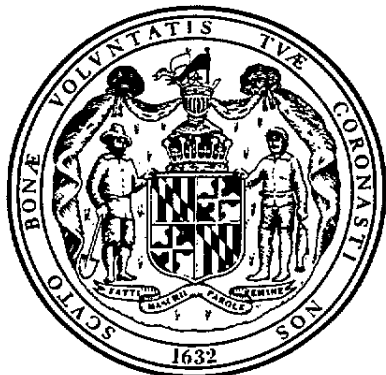
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE 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 RREEF AMERICA REIT II CORP. C 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 16TH DAY OF APRIL, 1999.

Betty Chase
BETTY CHASE
CHARTER DIVISION