



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000006363

ACCOUNT NO. : 072100000032

REFERENCE : 507822 4347123

AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ 96.25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC -9 PM 1:10

ORDER DATE : December 8, 1999

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ORDER NO. : 507822-005

CUSTOMER NO: 4347123

CUSTOMER: Regina O'flaherty, Paralegal  
Mayer, Brown & Platt  
1909 K Street Nw

Washington, DC 20006-1101

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FOREIGN FILINGS

NAME: KPT MORTGAGE FORMATION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (1) CERTIFIED COPY  
XX (2) CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED  
99 DEC -9 AM 11:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*3K*  
*12/9/99*

**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. KPT Mortgage Formation, 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 3. 52-2126359  
(State or country under the law of which it is incorporated) (FEI number, if applicable)  
March 10, 1998 Perpetual

4. \_\_\_\_\_ 5. \_\_\_\_\_  
(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 Konover Property Trust, Inc., 11000 Regency Parkway, Suite 300  
Cary, North Carolina 27511  
(Current mailing address)

8. To conduct any business that may be lawfully conducted by a corporation organized pursuant to the Delaware General Corporation Laws.

(Purpose(s) of corporation authorized in home state or country to be carried out in 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: Laura E. Duff  
(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)

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

Chairman: See attached officers/directors rider -- Schedule A attached hereto

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

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

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

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

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

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

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

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

President: See attached officers/directors rider -- Schedule A attached hereto

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. C. CAMMACK MORTON, President & CEO  
(Typed or printed name and capacity of person signing application)

**SCHEDULE A**  
**DIRECTORS & OFFICERS**

Name

Business Address

C. Cammack Morton

c/o Konover Property Trust, Inc.  
11000 Regency Parkway, Suite 300  
Cary, NC 27511

Patrick M. Miniutti

c/o Konover Property Trust, Inc.  
11000 Regency Parkway, Suite 300  
Cary, NC 27511

James A. Walker

c/o Konover Property Trust, Inc.  
11000 Regency Parkway, Suite 300  
Cary, NC 27511

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KPT MORTGAGE FORMATION, 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 EIGHTH DAY OF DECEMBER, A.D. 1999.



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STATE  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0125413

DATE:

12-08-99