

P95000003273

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-8298
City State Zip Phone

900001378019
-01/12/95--01025--024
*****70.00 *****70.00

900001378019
-01/12/95--01025--025
*****52.50 *****52.50

CORPORATION(S) NAME

American Finance Group Corporation

☒ Profit - Articles
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS PG/S

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☐ Call If Problem

☐ After 4:30

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1/12/95
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CR2E031 (1-89)

KAN 1-12

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

OFFICE OF THE STATE
COMMISSIONER OF CORPORATIONS

95 JAN 12 PM 1:13

AMERICAN FINANCE GROUP CORPORATION

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: AMERICAN FINANCE GROUP CORPORATION

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

One Market Plaza, Stuart Street Tower, Suite 900, San Francisco, CA 94105-1301

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 60,000,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>common stock</u>	<u>50,000,000</u>
<u>preferred stock</u>	<u>10,000,000</u>
<u> </u>	<u> </u>

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS: N/A

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS: N/A

<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION: N/A

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

Authority to be vested in the board of directors to establish a series
and to fix and determine the variations in the relative rights
and preferences as between series.

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

NONE

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

NONE

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS FOUR, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: SEE ATTACHED LIST

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Kristin Jones

49 Stevenson Street, Suite 900
San Francisco, CA 94105

Janet Gerkin

49 Stevenson Street, Suite 900
San Francisco, CA 94105

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 11th DAY OF January, 19 95.

Kristin Jones
SIGNATURE/TITLE
Kristin Jones, Incorporator

Janet Gerkin
SIGNATURE/TITLE
Janet Gerkin, Incorporator

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED JAN 11, 19 95.

BY Naseem A. Conde

Naseem A. Conde
(TYPE NAME OF OFFICER)

Special Assistant Secretary
(TITLE OF OFFICER)

AMERICAN FINANCE GROUP CORPORATION

DIRECTORS

Gary Engle
Exchange Place
Boston, MA 02109

Robert N. Tidball
One Market, Steuart Street Tower, Suite 900
San Francisco, CA 94105-0301

Stephen Peary
One Market, Steuart Street Tower, Suite 900
San Francisco, CA 94105-0301

Allen V. Hirsch
One Market, Steuart Street Tower, Suite 900
San Francisco, CA 94105-0301

Document Number Only

P95000003273

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, Fla. 32301 (904) 636-8220
City State Zip Phone

CORPORATION(S) NAME

SEARCHED 1-13-95
03/21/95-01071-032
*****35.00 *****35.00

SEARCHED 1-13-95
03/21/95-01071-035
*****87.50 *****87.50

Morgan

American Finance Group Corporation

merging into:

American Finance Group, Inc.

☐ Profit
☐ NonProfit

☐ Amendment

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☒ Certified Copy

☐ Photo Copies

☐ Call When Ready

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95
Morgan

FILED

Other

Change of H.A.

Petition Name

CUS / G/S

After 4:30

Pick Up

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Updater	ADH
Verifier	ADH
Acknowledgment	ADH
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3:00

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00672

P9500003273

FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Shoot

.....
MERGING:

AMERICAN FINANCE GROUP CORPORATION, a Florida corporation
P95000003273

INTO

AMERICAN FINANCE GROUP, INC., a Delaware corporation not qualified in
Florida

File date: March 21, 1995

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: AMERICAN FINANCE GROUP CORPORATION
Ref. Number: P95000003273

We have received your document for AMERICAN FINANCE GROUP CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

WE MUST HAVE THE SIGNATURE OF THE PARENT CORPORATION'S CHAIRMAN OR VICE CHAIRMAN OF THE BOARD OF DIRECTORS, PRESIDENT, OR ANY OTHER OFFICER OF THE CORPORATION. THE DOCUMENT REFLECTS American Finance Group, Inc. BEING THE PARENT CORPORATION.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 195A00015839



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

March 21, 1995

CT Corporation System
1311 Execulive Center Drive
Suite 200
Tallahassee, FL 32301

SUBJECT: AMERICAN FINANCE GROUP CORPORATION
Ref. Number: P95000003273

We have received your document for AMERICAN FINANCE GROUP CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

(If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.)

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Backdate if possible

Letter Number: 395A00012677

Corrections
made

Wait in
Will wait 3:10 4/6/95

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER
AMERICAN FINANCE GROUP CORPORATION
INTO
AMERICAN FINANCE GROUP, INC.

95
MAR 21 PM 5:41
FILED

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

AMERICAN FINANCE GROUP CORPORATION (the "Corporation"), a corporation organized and existing under the laws of Florida,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on 12th day of January, 1995, pursuant to the Florida General Corporation Law of the State of Florida. This corporation desires to distribute all of its shares to the survivor corporation (AMERICAN FINANCE GROUP, INC.) of this merger and there is no conversion of the shares.

SECOND: That AMERICAN FINANCE GROUP, INC., is a corporation incorporated on the 9th day of February, 1995, pursuant to the Delaware General Corporation Law of the State of Delaware owning 100% of the shares of the Corporation. Shareholder Approval Not Required.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board of Directors on the 9th day of March, 1995, determined to merge into AMERICAN FINANCE GROUP, INC. on the conditions set forth in such resolutions:

RESOLVED, that AMERICAN FINANCE GROUP CORPORATION merge into AMERICAN FINANCE GROUP INC., and which corporation shall assume all of the Corporation's liabilities and obligations; and be it

FURTHER RESOLVED, that the Executive Vice President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge the Articles of Merger setting forth a copy of the resolutions to merge this Corporation into said

AMERICAN FINANCE GROUP, INC which corporation shall assume the Corporation's liabilities and obligations on the date of adoption thereof and to file the same in the office of the Secretary of State of Florida

IN WITNESS WHEREOF, said AMERICAN FINANCE GROUP, INC. has caused this Certificate to be signed by Robert N. Tidball, its Executive Vice President and attested by Stephen Peary, its Secretary, this 9th day of March, 1995.

AMERICAN FINANCE GROUP, INC.

By: 
Robert N. Tidball

Its: Executive Vice President

ATTEST

By: 
Stephen Peary

Its: Secretary

UNANIMOUS ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
AMERICAN FINANCE GROUP CORPORATION

MARCH 9TH, 1995

The undersigned, being all of the Directors of AMERICAN FINANCE GROUP CORPORATION, a Florida corporation (the "Corporation"), hereby adopt the following resolutions by unanimous written consent, without a meeting, pursuant to Section 607.1104 of the Florida General Corporation Law:


APPROVAL AND AUTHORIZATION OF MERGER
WITH AMERICAN FINANCE GROUP INC.

RESOLVED, that the Corporation merge into AMERICAN FINANCE GROUP, INC. which corporation shall assume all of this Corporation's liabilities and obligations; and be it

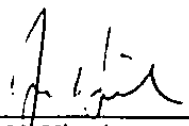
FURTHER RESOLVED, that the Executive Vice President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge the Articles of Merger setting forth a copy of the resolutions to merge said AMERICAN FINANCE GROUP CORPORATION into AMERICAN FINANCE GROUP, INC. which corporation shall assume this Corporation's liabilities and obligations on the date of adoption thereof and to file the same in the office of the Secretary of State of Florida.




Gary D. Engle



Robert N. Tidball



Allen V. Hirsch



Stephen Peary