

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

FILED

MAR 19 2008

By AMF

11.21
11-53142

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is CBRE Multifamily Capital, Inc.
- 2. It is incorporated under the laws of Delaware

- 3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

- (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- 4. The date of its incorporation is November 15, 2007 and the period of its duration is Perpetual

- 5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation System
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Transaction of any lawful business or activity including, but not limited to, commercial real estate finance services.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Kenneth J. Kay</u>	<u>11150 Santa Monica Boulevard, Suite 1600, Los Angeles, CA 90025</u>
Director	<u>Laurence H. Midler</u>	<u>11150 Santa Monica Boulevard, Suite 1600, Los Angeles, CA 90025</u>
Director	_____	_____
Director	_____	_____

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Peter F. Donovan	111 Huntingto Avenue, 12th Floor, Boston, MA 02199
Vice President	See attached list of officers.	
Treasurer	Debera Fan	100 North Sepulveda Boulevard, Suite 1100, El Segundo, CA 90245
Secretary	Bill R. Frazer	2800 Post Oak Boulevard, Suite 2100, Houston, TX 77056

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	Common	N/A	\$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 4,000,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 100,000.00.

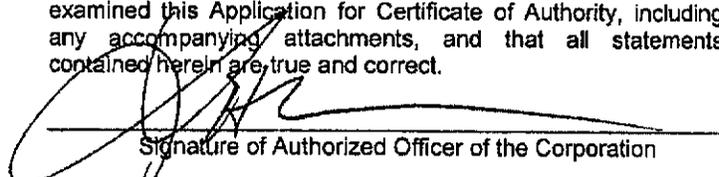
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2.5% [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 17, 2008



 Signature of Authorized Officer of the Corporation
 Laurence H. Midler, Executive Vice President

 Type or Print Name of Authorized Officer

CBRE MULTIFAMILY CAPITAL, INC.
a Delaware corporation

OFFICERS:

Names and Addresses

Title

Brett White

11150 Santa Monica Boulevard
Suite 1600
Los Angeles, CA 90025

Chairman

Brian F. Stoffers

2800 Post Oak Boulevard
Suite 2100
Houston, TX 77056

Vice Chairman

Peter F. Donovan

111 Huntington Avenue
12th Floor
Boston, MA 02199

President

Kenneth J. Kay

11150 Santa Monica Boulevard
Suite 1600
Los Angeles, CA 90025

Senior Executive Vice President

Bill R. Frazer

2800 Post Oak Boulevard
Suite 2100
Houston, TX 77056

Executive Vice President, Chief Financial Officer and Secretary

Jeffrey T. Majewski

2800 Post Oak Boulevard
Suite 2100
Houston, TX 77056

Executive Vice President and Chief Operating Officer

Ronald F. Halpern

111 Huntington Avenue
12th Floor
Boston, MA 02199

Executive Vice President

Laurence H. Midler

11150 Santa Monica Boulevard
Suite 1600
Los Angeles, CA 90025

Executive Vice President and Assistant Secretary

Gil Borok

100 North Sepulveda Boulevard
Suite 1100
El Segundo, CA 90245

Executive Vice President

CBRE MULTIFAMILY CAPITAL, INC.
a Delaware corporation

OFFICERS (continued):

<u>Names and Addresses</u>	<u>Title</u>
Wallace L. Rosvall 355 South Grand Avenue 12th Floor Los Angeles, CA 90071	Senior Vice President and Assistant Secretary
Jay R. Arthur 2800 Post Oak Boulevard Suite 2100 Houston, TX 77056	Senior Vice President and Controller
Debera Fan 100 North Sepulveda Boulevard Suite 1100 El Segundo, CA 90245	Senior Vice President and Treasurer
Brian D. McAllister Two Palo Alto Square, Suite 100 3000 El Camino Real Palo Alto, CA 94306	Senior Vice President and Assistant Secretary
Robert P. Vestewig 1500 City West Boulevard Suite 200 Houston, TX 77042	Senior Vice President
Donald E. Brais 111 Huntington Avenue 12th Floor Boston, MA 02199	Senior Vice President
Jeffrey W. Hurley 2800 Post Oak Boulevard Suite 2100 Houston, TX 77056	Vice President
Marion S. Green 2800 Post Oak Boulevard Suite 2100 Houston, TX 77056	Vice President
Chris M. Shamaly 2800 Post Oak Boulevard Suite 2100 Houston, TX 77056	Assistant Secretary
Sally C. Hoyt 2800 Post Oak Boulevard Suite 2100 Houston, TX 77056	Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CBRE MULTIFAMILY CAPITAL, 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 EIGHTEENTH DAY OF MARCH, A. D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4458291 8300

080329155

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6458229

DATE: 03-18-08



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

