

Filing and License Fee: \$310.00 minimum

ID Number: 138500



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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:

- The name of the corporation is Rouse Property Management, Inc.
- It is incorporated under the laws of Maryland
- The name, if different, which it elects to use in Rhode Island is:
  - 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:
  - 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:
- The date of its incorporation is 11/12/1997 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 10275 Little Patuxent Parkway, Columbia, MD 21044
- The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900  
(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 Corporation Service Company  
(Name of Agent)
- The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:  
see Attachment A

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>ssee Attachment B</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

**FILED**  
MAR 10 2004  
By [Signature]

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>
<u>1,000</u>	<u>A</u>	<u></u>	<u>\$.01</u>
<u>25,000</u>	<u>B</u>	<u></u>	<u>\$.01</u>
<u>74,000</u>	<u></u>	<u></u>	<u>\$.01</u>

10. The aggregate number of its issued shares, 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>
<u>100</u>	<u>A</u>	<u></u>	<u>\$.01</u>
<u>9,000</u>	<u>B</u>	<u></u>	<u>\$.01</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (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 \$ 0.
- (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 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: March 3, 2004

Rouse Property Management, Inc.

Print Exact Name of Corporation Making Application

By [Signature]

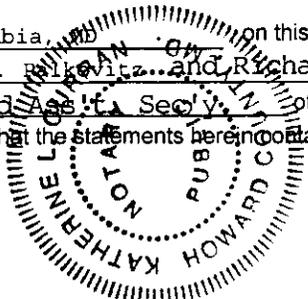
President or  Vice President (check one)

By [Signature] AND [Signature]

Secretary or  Assistant Secretary (check one)

STATE OF Maryland  
 COUNTY OF Howard

In Columbia, MD on this 3rd day of March, 2004, before me personally appeared Jeffrey C. Blakely and Richard E. Galen who, being duly sworn, declared that he/she is the Vice-President and Ass't. Sec'y of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Katherine L. Curran  
 Notary Public  
 My Commission Expires: 5/1/04

ATTACHMENT A

Rouse Property Management, Inc.

Purpose

To engage in and carry on the business of investment in, and development of, real estate and related projects, either individually or as a partner or joint venturer with other individuals, partnerships or corporations and in this connection to purchase, lease or otherwise acquire, plan, subdivide, develop, construct, own, maintain, manage, and operate real estate and improvements thereon of every kind and description.

Attachment B - Directors/Manager and Officers - February 26, 2004

**Rouse Property Management, Inc.**

<u>Director</u>	<u>Title</u>
Duke S. Kassolis	Director
Robert Minutoli	Director
Alton J. Scavo	Director
<u>Officer</u>	<u>Title</u>
Anthony W. Deering	Chairman of the Board, President & Chief Executive Officer
Thomas J. DeRosa	Vice Chairman & Chief Financial Officer
Duke S. Kassolis	Executive Vice-President
Robert Minutoli	Executive Vice-President
Alton J. Scavo	Executive Vice-President
F. Scott Ball	Senior Vice-President
Laurence A. Brocato	Senior Vice-President
Patricia H. Dayton	Senior Vice-President
Thomas M. Fitzpatrick	Senior Vice-President
William Y. Hecht	Senior Vice-President
Elizabeth A. Hullinger	Senior Vice-President
John G. McLaughlin	Senior Vice-President
Melanie M. Lundquist	Senior Vice-President & Controller
Gordon H. Glenn	Senior Vice-President & General Counsel & Secretary
Richard E. Galen	Vice President, Deputy General Counsel & Assistant Secretary
Anthony Mifsud	Vice-President & Treasurer
John A. Badagliacco	Vice-President
Nancy G. Barbary	Vice-President
Amy S. Bellisano	Vice-President
Andrew B. Bolton III	Vice-President
Rita G. Brandin	Vice-President
Charles A. Briedenbach	Vice-President
Mary C. Bryant	Vice-President
Ronald D. Buhidar	Vice-President
Robert M. Byrne	Vice-President
Wayne A. Christmann	Vice-President
Jody L. Clark	Vice-President
Charles P. Crerand	Vice-President
Kevin M. Davies	Vice-President
Dennis E. Deehan	Vice-President
Deanne Desjardin	Vice-President
Kent S. Digby	Vice-President
J. Patrick Done	Vice-President
Mark S. Dunbar	Vice-President
James M. Easley	Vice-President
Holly G. Edington	Vice-President
Albert F. Edwards	Vice-President
Robert Edwards	Vice-President
Edward A. Ely	Vice-President
Mitchell C. Feldman	Vice-President
Paul C. Fickinger	Vice-President
Richard C. Fleming	Vice-President
Martin D. Fortes	Vice-President
Karen M. Geary	Vice-President
Jeffrey S. Geen	Vice-President
Christine H. Hands	Vice-President
Linda B. Hardin	Vice-President
Kathleen M. Hart	Vice-President



ROUSE PROPERTY MANAGEMENT, INC.

ARTICLES OF INCORPORATION

**FIRST:** THE UNDERSIGNED, Julia C. Kent, whose post office address is c/o The Rouse Company, 10275 Little Patuxent Parkway, Columbia, Maryland 21044, being at least twenty-one years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the Corporation (which is hereinafter called the "Corporation") is:  
Rouse Property Management, Inc.

**THIRD:** (a) The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(1) To engage in and carry on the business of investment in and management and development of real estate and related projects, either individually or as a partner or joint venturer with other individuals, partnerships or corporations, and in this connection to purchase, lease or otherwise acquire, plan, subdivide, develop, construct, own, maintain, manage and operate real estate and improvements thereon of every kind and description.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to, and not in limitation of, the general powers of corporations under the General Laws of the State of Maryland.

**FOURTH:** The post office address of the principal office of the Corporation in this State is c/o The Rouse Company, 10275 Little Patuxent Parkway, Columbia, Maryland 21044. The name and post office address of the resident agent of the Corporation in this State are CSC.

I.F. NCH D4831590  
ACKN. NO. - 0930114400  
ROUSE PROPERTY MANAGEMENT, INC.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 8 page document on file in this office, DATED: 3/3/04

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Sherry Putland, Custodian

This stamp replaces our previous certification system. Effective: 6/95

Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202. The resident agent is a corporation created under the General Laws of the State of Maryland.

**FIFTH:** (a) The total number of shares of stock that the Corporation from time to time shall have authority to issue is 100,000 shares of capital stock having a par value of \$.01 per share, amounting to an aggregate par value of \$1,000, consisting of 1,000 shares initially classified as Class A Common Stock having a par value of \$.01 per share (the "Class A Common Stock") and 25,000 shares initially classified as Class B Common Stock having a par value of \$.01 per share (the "Class B Common Stock") (the Class A Common Stock and the Class B Common Stock being referred to collectively herein as the "Common Stock"). The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such shares of stock.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Class A Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Class A Common Stock. The holders of shares of Class B Common Stock shall not have the right to vote on any matter, including, but not limited to, the election of directors, the merger of the Corporation, the sale or other disposition of the Corporation's assets, or the dissolution or liquidation of the Corporation.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, (i) may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable and (ii) shall be paid ratably on all of the Common Stock of the Corporation, without regard to any designation of such Common Stock as being of a different class or series.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on

distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the Charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares, and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different

redemption dates, and whether or not there shall be any sinking fund or purchase account in respect thereof and, if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this sub-paragraph and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the Charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the Charter providing for the classification or reclassification of any shares of capital stock or of any other Charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

(2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

**SIXTH** The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never

be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows: Gordon H. Glenn, Bruce I. Rothschild and David R. Schwiesow.

**SEVENTH:** (a) The following provisions are adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors, in its sole discretion, shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(4) Unless the Bylaws otherwise provide, an officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such

power of removal may be conferred by the Bylaws or by authority of the Board of Directors.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

(b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or

limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

**EIGHTH:** The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on November 12, 1997.

  
\_\_\_\_\_  
Julia C. Kent

State of Maryland  
**DEPARTMENT OF  
 ASSESSMENTS AND TAXATION**



PARRIS S. GLENDENING  
 COMPTROLLER  
 RONALD W. WINFELT  
 CLERK  
 PAUL B. ANDERSON  
 ADMINISTRATOR

Charter Division

DOCUMENT CODE 29 BUSINESS CODE 63 COUNTY 63  
 # \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

CODE	AMOUNT	FEE REFERRED
10	<u>74</u>	Expedited Fee (New Name) _____
01	<u>2</u>	Rec. Fee (Arts. of Inc.) _____
20	<u>22</u>	Organ. & Capitalization _____
62	_____	Rec. Fee (Amendment) _____
63	_____	Rec. Fee (Merge/Consol.) _____
54	_____	Rec. Fee (Transfer) _____
66	_____	Rec. Fee (Revival) _____
65	_____	Rec. Fee (Dissolution) _____
75	_____	Special Fee _____
73	_____	Certificate of Conveyance _____
21	_____	Recordation Tax _____
22	_____	State Transfer Tax _____
23	_____	Local Transfer Tax _____
70	_____	Change of P.O., R.A. or R.A.A. _____
31	_____	Corp. Good Standing _____
600	_____	_____ Returns _____
52	_____	Foreign Qualification _____
NA	_____	Foreign Registration _____
51	_____	Foreign Name Registration _____
53	_____	Foreign Resolution _____
54	_____	For Supplemental Cert. _____
56	_____	Penalty _____
50	_____	Cert. of Qual. or Reg. _____
83	_____	Cert. Limited Partnership _____
64	_____	Amendment to Limited Partnership _____
85	_____	Termination of Limited Partnership _____
80	_____	For Limited Partnership _____
91	_____	Amend./Cancellation, For Limited Part _____
87	_____	Limited Part Good Standing _____
67	_____	Cert. Limited Liability Partnership _____
68	_____	LLP Amendment - Domestic _____
69	_____	Foreign Limited Liability Partnership _____
74	_____	LLP Amendment - Foreign _____
89	_____	Art. of Organization (LLC) _____
90	_____	LLC Amend. Diss. Continuation _____
97	_____	LLC Cancellation _____
96	_____	Registration Foreign LLC _____
94	_____	Foreign LLC Supplemental _____
92	_____	Foreign LLC Amendment (Reports) _____
13	<u>214</u>	Other _____

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name
- \_\_\_\_\_ Other Change(s) \_\_\_\_\_

CODE 017  
 ATTENTION: Account

MAIL TO ADDRESS \_\_\_\_\_

APPROVED BY \_\_\_\_\_