

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 122529



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
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 Realty Income Corporation
- It is incorporated under the laws of Maryland
- 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:

- The date of its incorporation is 5-27-1997 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 300 East Lombard Street, Baltimore MD 21202

- 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:

Buy & Lease Commercial Real Estate

- The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

REALTY INCOME CORPORATION

FEIN: 33-0580106

CORPORATE OFFICERS

Thomas A. Lewis	Chief Executive Officer
Gary M. Malino	President and Secretary
Paul M. Meurer	Executive Vice President, CFO and Treasurer
Kim S. Kundrak	Senior Vice President, Portfolio Acquisitions
Mark G. Selman	Senior Vice President, Portfolio Management
Gregory J. Fahey	Vice President, Controller
Robert J. Israel	Vice President, Research
Laura S. King	Vice President, General Counsel and Assistant Secretary
Tere H. Miller	Vice President, Corporate Communications

DIRECTORS

William E. Clark	Chairman of the Board and Director
Thomas A. Lewis	Vice Chairman of the Board and Director
Kathleen Allen	Director
Donald R. Cameron	Director
Roger P. Kuppinger	Director
Michael D. McKee	Director
Willard H. Smith Jr	Director

Address of Officers & Directors: 220 West Crest Street, Escondido, CA 92025-1707

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>100,000,000</u>	<u>Common</u>		<u>1.00</u>
<u>20,000,000</u>	<u>Preferred</u>		<u>1.00</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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>32,829,131</u>	<u>Common</u>		<u>1.00</u>
<u>4,125,700</u>	<u>Preferred</u>		<u>1.00</u>

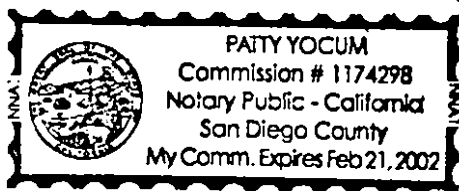
11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 1,000,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 950,000.
- (c) An estimate, expressed 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 0.090 %. [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
\$ 139,000,000.
- (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 \$ 104,000.
- (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 0.075 % [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: 11.20.01

Realty Income Corporation
Print/Exact Name of Corporation Making Application

Gregory J. Fahey
Vice President,
Controller

By Gregory J. Fahey
☐ President or ☒ Vice President (check one)
AND Laura S. King
Assistant Secretary
By [Signature]
☐ Secretary or ☒ Assistant Secretary (check one)



STATE OF California
COUNTY OF San Diego

In Escondido, on this 20th day of November, 2001, personally appeared before me Gregory J. Fahey who, being by me first duly sworn, declared that he/she is the Vice President, Controller of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public
My Commission Expires: [Signature]

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

San Diego

SS.

On 11-21-01 before me,

Date

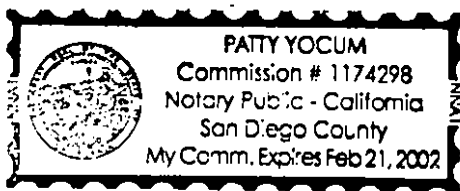
Patty Yocum
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared

Aura S. King
Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence



to be the person~~s~~ whose name~~s~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity~~(ies)~~ and that by ~~his~~/her/~~their~~ signature~~s~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal.

Patty Yocum
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

☐ Individual

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb: here