

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

COLDWELL BANKER COMMERCIAL GROUP, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is COLDWELL BANKER COMMERCIAL GROUP, INC.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 15, 1971 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 533 Fremont Ave., Los Angeles, CA 90071

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are real estate brokerage, real estate management, real estate finance and finance brokerage, capital management, real estate appraisal, real estate loan administration, real estate Research and Consultation, real estate development, and other real estate activities and services, as well as the ownership and leasing of real estate and other property, and all activities associated or related to any of the foregoing.

EIGHTH: The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|-------------------------|----------------|---------|
| | Director | |
| | Director | |
| SEE THE ATTACHED RIDERS | Director | |
| | President | |
| | Vice President | |
| | Secretary | |
| | Treasurer | |

NINTH: 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 per Share or Statement that Shares are without Par Value |
|------------------|--------|--------|--|
| 20,000 | Common | — | \$1.00 |

TENTH: 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 per Share or Statement that Shares are without Par Value |
|------------------|--------|--------|--|
| 1,000 | Common | — | \$1.00 |

ELEVENTH: The amount of its stated capital as defined by §7-1 1-2 of the General Laws, 1956, as amended, is \$ 48,764,000.00.

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 35,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 160,000,000.00

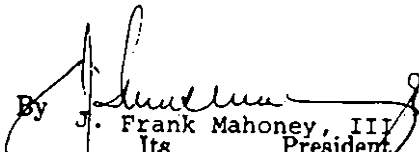
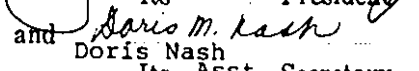
FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 100,000.00

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January , 19 81

COLDWELL BANKER COMMERCIAL GROUP, INC.

[Exact Corporate Name of Corporation Making Application]

By 
J. Frank Mahoney, III
Its President
and 
Doris Nash
Its Asst. Secretary

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

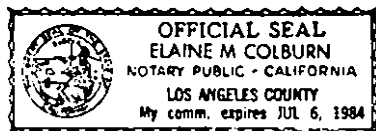
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At Los Angeles in said County on the 5th day
of January 1981, before me personally appeared J. Frank
Mahoney, III, and Doris M. Nash, who being by me first duly sworn, declared that
they are the President & Asst. Secretary of COLDWELL BANKER COMMERCIAL GROUP, INC.
that he signed the foregoing document as such President and Asst. Secretary of the
corporation, and that the statements therein contained are true.



Notary Public

(NOTARIAL SEAL)



533 Fremont Avenue, Los Angeles, CA 90071

DIRECTORS:

(As of Dec. 31, 1980)

J. Frank Mahoney, III
266 Surf View Court
Del Mar California, 92014

C. Wesley Poulson
1240 Encino Drive
San Marino, California 91108

Robert W. Draine
1495 Capri Drive
Pacific Palisades, California 90272

William H. McAdam
4405 Forman Avenue
North Hollywood, California 91602

J. Daryl Lippincott
7555 North Eucalyptus Drive
Scottsdale, Arizona 85253

LIST OF OFFICERS OF
COLDWELL BANKER COMMERCIAL GROUP, INC.
as of Dec. 31, 1980

Chairman of the Board: C. Wesley Poulson
1240 Encino Drive
San Marino, California 91108

President: J. Frank Mahoney, III
266 Surf View Court
Del Mar, California 92014

First Vice President: Gene A. Koll
1301 Kensington Drive
Fullerton, California 92631

Vice Presidents: Robert L. Baker
361 Fern Glen
La Jolla, California 92037

James J. Didion
419 Hunterwood
Houston, Texas 77024

Theodore N. Deuel
2400 Virginia Avenue N. W., #D505
Washington, D. C. 20006

Clay M. Gervais
26658 Honey Creek
Palos Verdes, California 90274

John M. Gilchrist, Sr.
523 25th Street
Santa Monica, California 90402

George E. Gove
8008 E. Del Mecurio
Scottsdale, Arizona 85258

Michael J. Gregoire
153 Wellesley Street
Weston, Mass. 02193

Donald L. Guithues
2650 Daytona Avenue
Hacienda Heights, California 91745

Fredric Halperin
1752 Mandeville Canyon Road
Los Angeles, California 90049

Robert A. Hatch
5 Middleridge Lane North
Rolling Hills, California 90274

James J. Horrigan
4303 92nd S.E.
Mercer Island, Washington 98040

J. Daryl Lippincott
7555 North Eucalyptus Drive
Scottsdale, Arizona 85253

Robert F. Lynch
121 Lake Merced Hill South
San Francisco, California 94132

Angus L. MacLean, Jr.
510 North San Raymondo
Hillsborough, California 94010

William D. McGowan
104 Plympton Road
Sudbury, Mass. 01776

Vincent F. Martin, Jr.
12307 Third Helena Drive
Brentwood, California 90049

Robert F. Moore
6117 James Allan Street
Cypress, California 90630

Richard A. Pogue
4711 Cherokee Trail
Dallas, Texas 75209

Stanford A. Riddle
5811 Bellfield Lane
Huntington Beach, California 92648

Dr. Sol L. Rabin
8611 Burton Way, #10
Los Angeles, California 90048

Thomas L. Schoback
206 South June Street
Los Angeles, California 90004

Barry S. Smith
5 Cove Lane
Great Neck, N. Y. 11024

Jess C. Wilson, Jr.
238 South Hudson Avenue
Los Angeles, California 90004

Assistant
Vice Presidents:

Gary J. Beban
2628 Chesapeake Lane
Northbrook, Illinois 60062

Eric B. Berkeley
1935 31st West
Seattle, Washington 98199

Gregory V. Blackburn
12611 Silver Fox Road
Los Alamitos, California 90720

Andrew P. Boyle
27 Manor Drive
Ramsey, N. J. 07746

Arthur L. Briggs
23058 Bryce
Woodlands Hills, California 91364

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526 The Alameda
San Anselmo, California 94960

T. Richard Bryant
716 Longwood Drive, N. W.
Atlanta, Georgia 30305

Robert E. Caldwell
23785 Currant Drive
Golden, Colorado 80401

Guy G. Carmichael
3781 Tuxedo Road
Atlanta, Georgia 30305

William C. Harp
3487 South Falcon Ridge Road
Diamond Bar, California 91765

Stephen M. Hughes
1330 Partridge Lane
Villa Nova, Pa. 19085

Robert S. Jackson
219 East Third Street
Hinsdale, Illinois 60521

Victor A. LaPuma
1021 Hill Street, Apt. 5
Santa Monica, California 90405

John Lowell, Jr.
3600 Stewart Avenue
Miami, Florida 33133

Donald D. McNary
1210 Belle Vista Drive
Alexandria, Virginia 22302

Michael K. McNeill
1015 Huntington Road
Kansas City, Missouri 64113

Donald W. Morse
432 Manitoba Street
Playa Del Rey, California 90291

Gary G. Neumeier
631 Farben
Diamond Bar, California 91765

James G. Nugent
430 West 116th Street
New York, N. Y. 10027

James B. O'Brien
1400 30th Street, N. W.
Washington, D. C. 20007

Howard B. Peach
3318 Mill Race Road
Matthews, N. C. 28105

Alfred L. Pinkerton
3047 Country Club Drive
Costa Mesa, California 92626

Stanley L. Pownall
11240 Decente Court
Studio City, California 91604

Ellis D. Reiter, Jr.
3659 Valley Meadow Road
Sherman Oaks, California 91403

Earl E. Redding
10439 Placer River Circle
Fountain Valley, California 92708

Reid G. Samuelson
1425 Glencrest Terrace
Glendale, California 91208

Kenneth D. Sandstad
330 West Elmwood Place
Minneapolis, Minnesota 55419

Robert D. Scanlan
4821 S. W. Windsor Court
Portland, Oregon 97221

H. James Schafer
137 Forest Street
Sherborn, Mass. 01770

Fred A. Sheriff
1414 S. W. Sixth
Portland, Oregon 97201

Michael J. Tomasz
2236 N. Burling
Chicago, Illinois 60614

Ross E. Turner
4932 Ocean View Boulevard
La Canada, California 91011

Richard A. VandeNoord
5834 Soledad Mountain Road
La Jolla, California 92037

Boyd VanNess
7703 Crossover Drive
McLean, Virginia 22102

Frederic W. Weiss
9700 North Mercer Way
Seattle, Washington 98040

James N. Wentworth
19 East Northview
Phoenix, Arizona 85020

Michael M. Williams
1850 Calle Del Cielo
Tucson, Arizona 85718

Richard L. Wilson
9714 Pettswood Drive
Huntington Beach, California 92646

Treasurer:

Gene A. Koll
1301 Kensington Drive
Fullerton, California 92631

Secretary:

Gene A. Koll
1301 Kensington Drive
Fullerton, California 92631

Assistant Secretary:

Doris M. Nash
4220-1/2 Los Feliz Boulevard
Los Angeles, California 90027



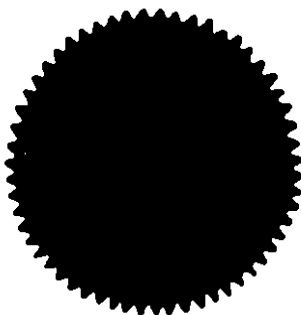
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 6, both
numbers inclusive, is a true and correct copy of Certificate of Incorporation of the
"Coldwell Banker Management Corporation", as received and filed in this office the
fifteenth day of December, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing page numbered 1, is
a true and correct copy of Certificate of Amendment of the "Coldwell Banker Management
Corporation", as received and filed in this office the fourteenth day of May, A.D.
1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighteenth *day*
of December *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

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Filed

Jan 27 1981