

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

ID Number: 130581



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 National Safe Harbor Exchanges
- It is incorporated under the laws of California
- 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:
National Safe Harbor Exchanges, Inc.
 - 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 11/30/2000 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 _____
4050 Calle Real Santa Barbara, CA 93110
- 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 C T CORPORATION SYSTEM
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
tax deferred real estate exchanges

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

	<u>Name</u>	<u>Address</u>
Director	<u>William P. Foley, II</u>	<u>4050 Calle Real Santa Barbara, CA 93110</u>
Director	<u>Raymond R. Quirk</u>	<u>4050 Calle Real Santa Barbara, CA 93110</u>
President	<u>Radah Butler</u>	<u>300 Montgomery Street, Suite 650, San Francisco, CA 94104</u>
Vice President	<u>Eileen W. Van Roeyen</u>	<u>171 N. Clark St., 8th Floor, Chicago, IL 60601-3294</u>
Treasurer	<u>Patrick G. Farenga</u>	<u>4050 Calle Real Santa Barbara, CA 93110</u>
Secretary	<u>Fernando Velez, Jr.</u>	<u>4050 Calle Real Santa Barbara, CA 93110</u>

FILED
MAR 14 2003
By [Signature]
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CORPORATIONS DIVISION
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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
1,000	common	none	\$1.00

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
1,000	common	none	\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,000.00.
- (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 0 %. [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 \$ 1,750,000.00.
- (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 \$ 5,000.00.
- (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 0.28 % [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: 3/12/2003

National Safe Harbor Exchanges
 Print Exact Name of Corporation Making Application
 By William H. Van Roeyen
 President or Vice President (check one)
 AND
 By Mayou Nemzow
 Secretary or Assistant Secretary (check one)

STATE OF Illinois
 COUNTY OF Cook

In Chicago, Illinois, on this 12th day of March, 2003, personally appeared before me Eileen W. Van Roeyen who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that the statements herein contained are true as such officer of the corporation.



Michelle R. Cotton
 Notary Public Michelle R. Cotton
 My Commission Expires: 11-13-04

National Safe Harbor Exchanges
Directors and Officers

Directors

William P. Foley, II	4050 Calle Real, Santa Barbara, CA 93110
Raymond R. Quirk	4050 Calle Real, Santa Barbara, CA 93110
Frank P. Willey	4050 Calle Real, Santa Barbara, CA 93110

Officers

William P. Foley, II	Chairman of the Board	4050 Calle Real, Santa Barbara, CA 93110
Raymond R. Quirk	Chief Executive Officer	4050 Calle Real, Santa Barbara, CA 93110
Radah Butler	President	300 Montgomery Street, Suite 650, San Francisco, CA 94104
E. Jill Mozer	Senior Vice President	2390 E. Camelback Road, Suite 210, Phoenix, AZ 85016
Alan L. Stinson	Senior VP & CFO	4050 Calle Real, Santa Barbara, CA 93110
Toija J. Beutler	Vice President	300 Montgomery Street, Suite 560 San Francisco, CA 94104
Hilary B. Burkemper	Vice Pres. & Asst. Sec.	4050 Calle Real, Santa Barbara, CA 93110
Kevin Chairello	Vice Pres. & Asst. Sec.	17911 Von Karman, Irvine, CA 92614
Karin A. Church	Vice President	2390 E. Camelback Road, Suite 210 Phoenix, AZ 85016
Richard Cox	Vice President, Tax Officer	4050 Calle Real, Santa Barbara, CA 93110
H. Thomas Dunck	Vice President	171 N. Clark St., 4 th Fl., Chicago, IL 60601
Patrick G. Farenga	Treasurer	4050 Calle Real, Santa Barbara, CA 93110
Karen Inabit	Asst. VP	2390 E. Camelback Road, Suite 210 Phoenix, AZ 85016
John E. King	Vice President	24 Cathedral Place #10 St. Augustine, FL 32084
Jill Martin	Vice President	16969 Von Karman #120, Irvine, CA 92626
Marjorie Nemzura	Vice Pres. & Asst. Sec.	171 N. Clark St., 8 th Fl., Chicago, IL 60601
Todd R. Pajonas	Vice President	300 Montgomery Street, Suite 650 San Francisco, CA 94104
Don E. Partington	Vice Pres. & Asst. Sec.	17911 Von Karman, Irvine, CA 92614
Gregory G. Roddy	Vice President	5430 LBJ Freeway, Dallas, TX 75240
Steven G. Rosansky	Vice President	1300 Dove St., Newport Beach, CA 92660
Peter T. Sadowski	Vice President	4050 Calle Real, Santa Barbara, CA 93110
Eileen W. Van Roeyen	Vice Pres. & Asst. Sec.	171 N. Clark St., 8 th Fl. Chicago, IL 60601
Fernando Velez, Jr.	Vice President, Secretary	4050 Calle Real, Santa Barbara, CA 93110
Frank P. Willey	Vice President	4050 Calle Real, Santa Barbara, CA 93110
Michael J. Yesk	Vice President	300 Montgomery Street, Suite 650 San Francisco, CA 94104

3/12/2003



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 7 2003



Kevin Shelley

Secretary of State