

90339443

SEAL OF THE STATE OF ILLINOIS
OFFICE OF THE
THE SECRETARY OF STATE



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Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
CATELLUS DEVELOPMENT CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 6th
day of JULY *AD 19* 90 *and*
of the Independence of the United States
the two hundred and 15th

Jim Edgar
SECRETARY OF STATE

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BOX 276

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File # 5369-671-6

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	7-6-90
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 35.00
Penalties	\$
Clerk	<i>Jed</i>

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is SANTA FE PACIFIC REALTY CORPORATION

and, if a change of name is being reported, the new corporate name is CATELLUS DEVELOPMENT CORPORATION

2. State or Country of Incorporation Delaware Date of Incorporation December 6, 1984; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 201 Mission Street, San Francisco, California 94105

and the address of its principal office in Illinois is 1 Lincoln Center, Oakbrook Terrace, Illinois 60181

4. The name and address of its registered agent and its registered office are:

Registered Agent	<u>CT CORPORATION SYSTEM</u>	_____
	<small>First Name</small>	<small>Last Name</small>
Registered Office	<u>208 South LaSalle</u>	_____
	<small>Number</small>	<small>Street</small>
	<u>Chicago</u>	<u>60604</u>
	<small>City</small>	<small>Zip Code</small>
		<small>County</small>
		<u>Cook</u>

5. The states and countries in which it is admitted or qualified to transact business are: AZ, AR, CA, CO, DE, IL, IA, KS, LA, NM, NV, OK, OR, TX, UT

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	See Attachment			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

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To own and develop real property and to do any and all things related thereto.

DEPT-01 RECORDING \$15.00
T89999 TRAN 0933 07/16/90 10:56:00
#6780 + G *-90-339443
COOK COUNTY RECORDER

8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$.01 per share	2000	2000

*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital** is \$ 634,755.789

**"Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated June 11, 1990

Catelus Development Corporation
(Print Name of Corporation)

attested by Maura Sullivan
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Secretary
(Type or Print Name and Title)

Vernon B. Schwartz, President
(Type or Print Name and Title)

Form BCA-13.40

File No.

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

JUL -6 1990

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

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Directors and Officers of Santa Fe Pacific Realty Corporation

<u>Name</u>	<u>Title</u>	<u>Address</u>
Vernon B. Schwartz	President and Director	201 Mission Street San Francisco, CA 94105
Robert D. Krebs	Director	224 South Michigan Ave. Chicago, IL 60604
Orval D. Adams	Director	224 South Michigan Ave. Chicago, IL 60604
John Zuccotti	Director	237 Park Avenue N.Y., N.Y. 10017
Gary Goodman	Director	Exchange Tower 2 First Canadian Place Toronto, Ontario, Canada
Samuel Zell	Director	2 North Riverside Plaza Chicago, IL 60606
James E. Knox	Director	2 North Riverside Plaza Chicago, IL 60606
Joseph F. Alibrandi	Director	10880 Wilshire Blvd. Los Angeles, CA 90024-4163
John Schreiber	Director	900 N. Michigan Ave. Chicago, IL 60601-1575
Darla Totusek Flanagan	Director	44 Montgomery St. San Francisco, CA 94104
David A. Smith	V.P.-Finance	201 Mission Street San Francisco, CA 94105
Maureen Sullivan	V.P.-Law and Secretary	201 Mission Street San Francisco, CA 94105

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