

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

TAUBMAN CONSTRUCTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TAUBMAN CONSTRUCTION, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to TAUBMAN CONSTRUCTION, INC.

to transact business in this State under the name TAUBMAN CONSTRUCTION, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **May 00, 1984**



Robt J. Canarosa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Taubman Construction, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of State of Michigan

4. The date of its incorporation is June 21, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

3270 West Big Beaver Road, Troy, Michigan 48099

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North Sixth Street

Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

regional retail shopping center

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
A. Alfred Taubman	Chairman/Director	3270 W. Big Beaver Rd., Troy, MI 48099
Robert C. Larson	President/Director	3270 W. Big Beaver Rd., Troy, MI 48099
Robert S. Taubman	Executive Vice President	3270 W. Big Beaver Rd., Troy, MI 48099
Gerald R. Poissant	Senior Vice President	3270 W. Big Beaver Rd., Troy, MI 48099
Marvin Leech	Senior Vice President	24301 Southland Dr., Hayward, CA 94540
William Hiotaky	Senior Vice President	3270 W. Big Beaver Rd., Troy, MI 48099
James D. Larry	Senior Vice Pres./Secretary	3270 W. Big Beaver Rd., Troy, MI 48099
Robert Eynck	Assistant Secretary	24301 Southland Dr., Hayward, CA 94540
Charles Jones	Treasurer	3270 W. Big Beaver Rd., Troy, MI 48099
Steve Eder	Controller	3270 W. Big Beaver Rd., Troy, MI 48099

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	common	\$1.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
5,000	common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated: May 7, 1984

By [Signature]
Its President/ Vice President (please specify)
and James D. Larry
Its Secretary/ Assistant Secretary (please specify)

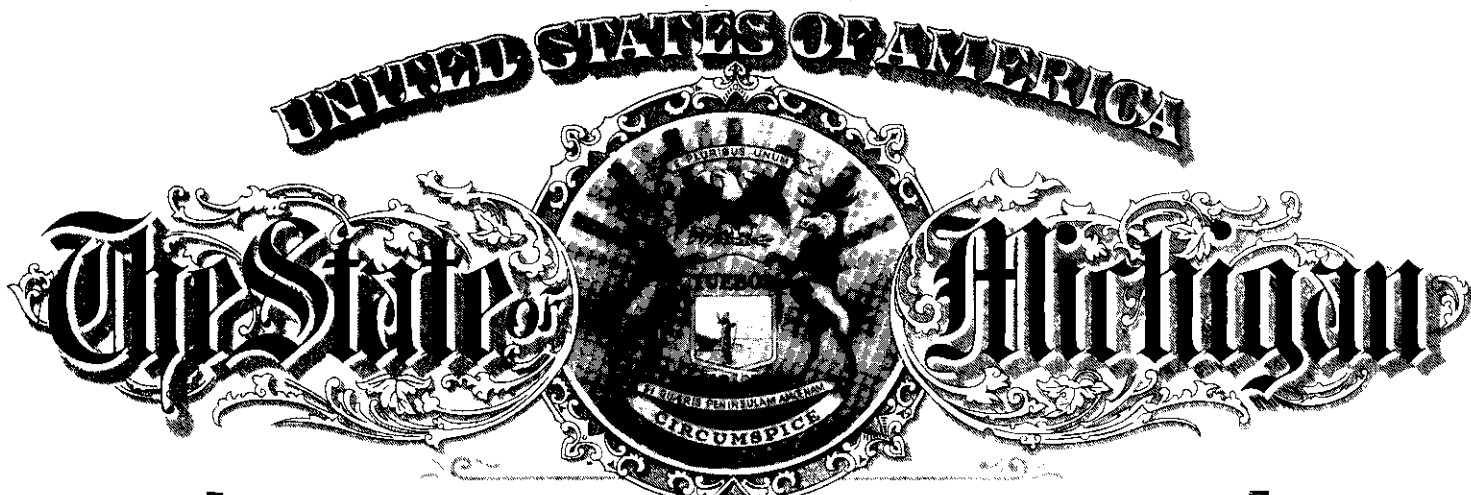
STATE OF Michigan)
COUNTY OF Oakland)ss

I, Carole Powell, a notary public, do hereby certify that on
this 7th day of May, 19 84, personally appeared before me
James D. Larry, who being by me first duly sworn, declared that he is the
Secretary of Taubman Construction, Inc.

that he signed the foregoing document as Secretary of the corporation and
that the statements therein contained are true.

CAROLE ANN FOWELL
Notary Public, Macomb County, MI
My Commission Expires Mar 31, 1986

Carole Powell
Notary Public



Lansing, Michigan

RECORDED
APR 11 1984

This is to Certify That the Annexed Copy of

Articles of Incorporation of TAUBMAN CONSTRUCTION, INC.

has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of April, 19 84

Ralph J. [Signature] Director

MICHIGAN DEPARTMENT OF COMMERCE CORPORATION AND SECURITIES BUREAU

EFFECTIVE DATE

If different than
date of filing:**FILED**

Michigan Department of Commerce

JUN 21 1979

John J. [Signature]

DIRECTOR

Date Received

JUN 13 1979

Corporation Number

114-893

(SEE INSTRUCTIONS ON REVERSE SIDE)

ARTICLES OF INCORPORATION

(Domestic Profit Corporation)

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a profit corporation pursuant to the provisions of Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I (See Part 1 of instructions on Page 4.)

The name of the corporation is **TAUBMAN CONSTRUCTION, INC.**

ARTICLE II (See Part 2 of instructions on Page 4.)
(If space below is insufficient, continue on Page 2.)

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized capital stock is:

1. Common Shares 50,000 Per Value Per Share \$ 1.00
Preferred Shares _____ Per Value Per Share \$ _____

and/or shares without par value as follows (See Part 3 of instructions on Page 4.)

2. Common Shares _____ Stated Value Per Share \$ _____
Preferred Shares _____ Stated Value Per Share \$ _____

3. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
(If space below is insufficient, continue on Page 3.)

The entire authorized capital stock consists of common stock with full voting powers and without any preferences, special rights, qualifications, limitations or restrictions.

ARTICLE IV

1. The address of the initial registered office is: See Part 4 of instructions on Page 4.)

3270 W. Big Beaver Road, Suite 300, P.O. Box 3270, Troy Michigan 48099
NO. AND STREET CITY ZIP

2. Mailing address of the initial registered office if different than above See Part 4 of instructions on Page 4.)

P. O. BOX CITY Michigan ZIP

3. The name of the initial resident agent at the registered office is:

A. Alfred Taubman

ARTICLE V (See Part 3 of instructions on Page 4.)

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
A. Alfred Taubman	3270 W. Big Beaver Suite 300/ P.O. Box 3270 Troy, MI 48099

ARTICLE VI OPTIONAL (Delete Article VI if not applicable.)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{2}{3}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII OPTIONAL (Delete Article VII if not applicable.)

Any action required or permitted by this act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

Use space below for continuation of previous Articles and or for additional Articles.

Please indicate which article you are responding to and/or insert any desired additional provisions authorized by the act by adding additional articles here.

(We), the incorporator(s) sign my (our) name(s) this 14th day of June 19 79

X 
A. Alfred Taubman