

State of Idaho

Office of the Secretary of State

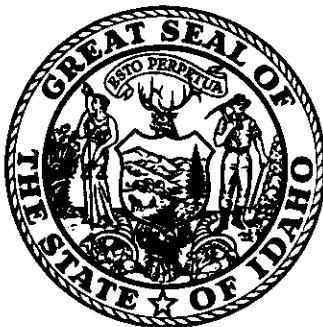
**CERTIFICATE OF AUTHORITY
OF
SPIRIT MASTER FUNDING VII, LLC**

File Number W 131949

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 11, 2013



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2013 DEC 11 PM 2:31

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Spirit Master Funding VII, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System 921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

16767 No. Perimeter Drive, Suite 210, Scottsdale, AZ 85260

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

~~16767 No. Perimeter Drive, Suite 210~~ c/o 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager: **SEE ATTACHMENT**

Spirit Realty, L.P. 16767 No. Perimeter Drive, Suite 210, Scottsdale, AZ 85260

8. The mailing address for future correspondence:

16767 No. Perimeter Drive, Suite 210, Scottsdale, AZ 85260

9. Signature of a manager, member or authorized person.

Signature

Joni G. Barrett

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

12/11/2013 05:00

CK: NONE CT: 278665 BH: 1401364

1 @ 100.00 = 100.00 REGFORGLLC # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

cert_auth_foreign_LLC Rev. 07/2010

W131949

**Attachment to Idaho
Member/Manager Information**

1	Full Name:	Spirit SPE Manager, LLC
	Member/Manager:	Manager
	Business Address:	16767 No. Perimeter Drive, Suite 210
	City:	Scottsdale
	State:	AZ
	Zip Code:	85260

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPIRIT MASTER FUNDING VII, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5442233 8300

131405595

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0966905

DATE: 12-10-13