

# State of Idaho

## Department of State

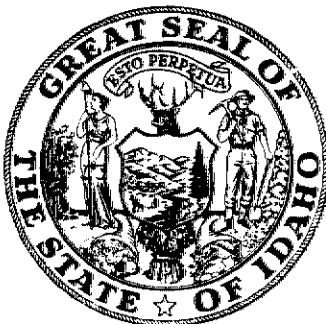
### CERTIFICATE OF AUTHORITY OF

REALTY INCOME CORPORATION  
File number C 119726

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of REALTY INCOME CORPORATION 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 REALTY INCOME CORPORATION to transact business in this State under the name REALTY INCOME CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 2, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

JUN 2 2 35 PM '97

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is REALTY INCOME CORPORATION SECRETARY OF STATE
2. The name which it shall use in Idaho is REALTY INCOME CORPORATION
3. It is incorporated under the laws of Maryland
4. Its date of incorporation is 3/25/97 and its duration, if other than perpetual, is \_\_\_\_\_
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
32 South Street, Baltimore, MD 21202
6. The address to which correspondence should be addressed, if different than item 5, is  
220 West Crest St., Escondido, CA 92025-1707
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702  
\_\_\_\_\_, and its registered agent in Idaho at that address is Corporation Service Company.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
Own and lease commercial real estate.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached</u>		

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

Dated: 05 / 28 / 97

REALTY INCOME CORPORATION

(Corporation name)

By

Michael R Pfeiffer

Its President, Vice President, Secretary or Assistant Secretary

(please specify)

Michael R. Pfeiffer, Vice Pres.

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IDAH0 SECRETARY OF STATE  
Secretary of State use only

DATE 06/02/1997

0900 97921 2

CK #: 9454 CUST# 74104

AUTH PRO 1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

#: C

# OFFICERS AND DIRECTORS OF REALTY INCOME CORPORATION

JUN 2 2 35 PM '97

## OFFICERS

SECTION STATE  
STOCK

<b>Thomas A. Lewis</b>	Vice Chairman of the Board and Chief Executive Officer
<b>Richard J. VanDerhoff</b>	President and Chief Operating Officer
<b>Gary M. Malino</b>	Vice President, Chief Financial Officer and Treasurer
<b>Michael R. Pfeiffer</b>	Vice President, General Counsel and Secretary
<b>Richard G. Collins</b>	Vice President, Portfolio Acquisitions

## DIRECTORS

<b>William E. Clark</b>	Chairman of the Board
<b>Thomas A. Lewis</b>	Vice Chairman of the Board and Chief Executive Officer
<b>Richard J. VanDerhoff</b>	Director, President and Chief Operating Officer
<b>Donald R. Cameron</b>	Director
<b>Roger P. Kuppinger</b>	Director
<b>Michael D. McKee</b>	Director
<b>Willard H. Smith Jr.</b>	Director

Business address for the above officers and directors:

**220 WEST CREST STREET  
ESCONDIDO CA 92025-1707**

# STATE OF MARYLAND

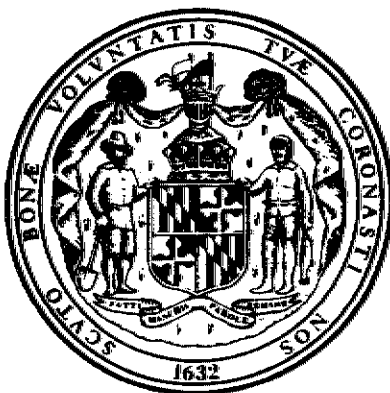
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## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT REALTY INCOME CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 28TH DAY OF MAY, 1997.

*Jacqueline C. James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I