

State of Idaho

Office of the Secretary of State

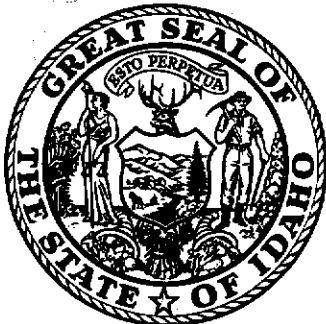
**CERTIFICATE OF AUTHORITY
OF
ROUSE PROPERTIES, INC.**

File Number C 194692

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 Business Corporation 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: May 15, 2012



Ben Yursa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

12 MAY 15 PM 1:09

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Rouse Properties, Inc.

2. The name which it shall use in Idaho is: Rouse Properties, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: August 10, 2011

5. The address of its principal office is:

1114 Avenue of the Americas, Suite 2800, New York, NY 10036

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

7. The street address of its registered office in Idaho is: 12550 W. Explorer Drive, Suite 100, Boise, ID 83713

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Title	Business Address
SEE ATTACHED EXHIBIT A		

Dated: 4-25-2012

Signature:

Typed Name: Rael Diamond

Capacity: Chief Financial Officer

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

C:\temp\forms\corp\form\app\form\cert\authority_profit.ppt
Revised 10/2003

IDAHO SECRETARY OF STATE
05/15/2012 05:00
CK: NONE CT: 1157 BH: 1324235
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C194692

**EXHIBIT A – DIRECTORS AND OFFICERS LISTING
IDAHO FOREIGN QUALIFICATION
FOR ROUSE PROPERTIES, INC.**

ADDRESS FOR ALL IS:

1114 Avenue of the Americas
Suite 2880
New York, NY 10036

Director
Director
Director
Director
Director
Director
Director
Director
Chief Financial Officer & Secretary
President & Chief Executive Officer
Executive Vice President, Leasing
Vice President, Finance
Director of Human Resources

Andrew Silberfein
Christopher Haley
David Arthur
David Kruth
Jeffrey Blidner
Leonard Abramsky
Michael Mullen
Steven Shepsman
Rael Diamond
Andrew Silberfein
Brian Harper
Timothy Salvemini
Bobbie Lyons

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROUSE PROPERTIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MAY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROUSE PROPERTIES, INC." WAS INCORPORATED ON THE TENTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5022725 8300

120565318

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9572936

DATE: 05-15-12