

10-14-1999

**md 10-12-99**



101170897

To the Honorable Commissioner of Patents and Trade

or copy thereof.

1. Name of conveying party(ies): Simon DeBartolo C.

of receiving party(ies):

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State of Maryland
- Other \_\_\_\_\_

Name: SPG Properties, Inc.

Internal Address: \_\_\_\_\_

Street Address: 115 W. Washington Street

City: Indianapolis                      State: IN                      Zip: 46204

Additional name(s) of conveying parties(ies) attached:                       Yes                       No

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State of Maryland

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation

is attached:                       Yes                       No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?                       Yes                       No

3. Nature of Conveyance:

- Assignment                                       Merger
- Security Agreement                               Change of Name
- Other \_\_\_\_\_

Execution Date: September 24, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/418,691; 75/568,340; 75/418,693; 75/418,694; 75/418,692; 75/526,021; 75/567,152; 75/407,592; 75/511,141; 75/304,999; 75/510,792; 75/567,151

B. Trademark registration No.(s):

Additional numbers attached?                       Yes                       No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Angela M. Fifelski

Internal Address: ICE MILLER DONADIO & RYAN

Street Address: One American Square, Box 82001

City: Indianapolis                      State: Indiana                      ZIP: 46282

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41): ..... \$ 315.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Angela M. Fifelski

Name of Person Signing

*Angela M. Fifelski*  
Signature

10-8-99  
Date

Total number of pages including cover sheet: 8

OMB No. 0651-0011 (exp 4/94)

**Do not detach this portion**

Mail documents to be recorded with required cover sheet information to:

10/14/1999 DNBUYEN 00000058 75418691

01 FC:481  
02 FC:482

40.00 OP  
275.00 OP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

ARTICLES OF MERGER

9/24/98 at 1:10 p.m.

BETWEEN

SIMON DEBARTOLO GROUP, INC.  
(a Maryland corporation)

Effective Date: 9/24/98 at 4:30pm

AND

SPG MERGER SUB, INC.  
(a Maryland corporation)

Simon DeBartolo Group, Inc., a corporation duly organized and existing under the laws of the State of Maryland ("SDG"), and SPG Merger Sub, Inc. ("Merger Sub"), a corporation duly organized and existing under the laws of the State of Maryland and a substantially wholly owned subsidiary of Corporate Property Investors, Inc., a Delaware corporation ("CPI"), do hereby certify that:

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FIRST: In accordance with an Agreement and Plan of Merger, dated as of February 18, 1998 (the "Merger Agreement"), by and among SDG, CPI and Corporate Realty Consultants, Inc., SDG and Merger Sub agree that Merger Sub shall be merged (the "Merger") with and into SDG, which shall be renamed SPG Properties, Inc. upon the effectiveness of the Merger (the "Surviving Corporation"). The names of the parties to the Merger are as set forth above. SDG and Merger Sub were both incorporated under the laws of the State of Maryland and the Surviving Corporation shall continue as a corporation incorporated in the State of Maryland.

SECOND: The principal office of each of SDG and Merger Sub in the State of Maryland is located in Baltimore City. SPG Merger Sub owns no interest in land in the State of Maryland.

THIRD: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each corporation party to these Articles of Merger in the manner and by the vote required by its respective charter and the laws of the State of Maryland. The manner of approval was as follows:

(a) The Board of Directors of Merger Sub by unanimous written consent, dated September 18, 1998, adopted resolutions declaring that the proposed Merger was advisable on substantially the terms and conditions set forth and referred to in the resolutions and directing that the proposed Merger be submitted to the sole stockholder of Merger Sub entitled to vote thereon for its consideration and approval.

STATE OF MARYLAND

ID. NO. D3731908

ACK. NO. 06513123185

I hereby certify that this is a true and complete copy of the original document on file in this office. DATED: 2-4-99

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *Wanda M. Simms* Custodian

09/24/98 03:30 PM previous certification system. Effective 6/95

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(b) The proposed Merger was approved by the sole stockholder of Merger Sub entitled to vote thereon by written consent, dated September 18, 1998.

(c) The Board of Directors of SDG at a meeting held on February 19, 1998 adopted resolutions which declared that the proposed Merger and the Merger Agreement were advisable on substantially the terms and conditions set forth or referred to in the resolutions and directed that the proposed Merger be submitted for consideration at a special meeting of the SDG stockholders.

(d) Notice that stated that a purpose of the special meeting was to act on the proposed Merger was given by SDG as required by law. A proxy statement/prospectus, dated August 13, 1998, was delivered to the stockholders of SDG in connection with a solicitation of proxies for the special meeting.

(e) The proposed Merger was approved by the stockholders of SDG at a special meeting of stockholders held on September 23, 1998 by the affirmative vote of 66-2/3% of all votes entitled to be cast on the matter as required by SDG's charter.

FOURTH: The Surviving Corporation's charter shall be further amended as part of the Merger to read as set forth in Exhibit A to these Articles of Merger.

FIFTH: The total number of shares of stock of all classes which Merger Sub has authority to issue is 111,250,000 shares of Common Stock, par value \$0.0001 per share. The aggregate par value of all shares of stock of all classes of Merger Sub is \$11,125.

SIXTH: (a) The total number of shares of stock of all classes which SDG has authority to issue is 650,000,000 shares, of which 375,796,000 shares are Common Stock, par value \$0.0001 per share ("SDG Common Stock"), 12,000,000 shares are Class B Common Stock, par value \$0.0001 per share ("SDG Class B Common Stock"), 4,000 shares are Class C Common Stock, par value \$0.0001 per share ("SDG Class C Common Stock"), 9,200,000 shares are 8-3/4% Series B Cumulative Redeemable Preferred Stock, par value \$0.0001 per share ("SDG Series B Preferred Stock"), 3,000,000 shares are 7.89% Series C Cumulative Step-Up Premium Rate Preferred Stock, par value \$0.0001 per share ("SDG Series C Preferred Stock") and 250,000,000 shares are Excess Stock, par value \$0.0001 per share. The aggregate par value of all shares of stock of all classes of the Surviving Corporation is \$65,000.

SEVENTH: In accordance with the Merger Agreement, the manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of SDG Common Stock, SDG Class B Common Stock and SDG Class C Common Stock at the effective time of the Merger shall, upon such effective time and without further act, be converted into and become one share of Common Stock, par value \$0.0001 per share, of Simon Property Group, Inc. (the name of CPI upon the effective time of the Merger, "Simon Group") ("Simon Group Common Stock"), one share of Class B Common Stock, par value \$0.0001 per share, of Simon Group ("Simon Group Class B Common Stock") and one share of Class C Common Stock, par value \$0.0001 per share, of Simon Group ("Simon Group Class C Common Stock"), respectively. All shares of SDG Common Stock, SDG Class B Common Stock and SDG Class C Common Stock (i) owned by SDG as treasury stock and (ii) owned by CPI, CRC or certain of their affiliates shall be canceled and retired and no consideration shall be delivered in exchange therefor.

(b) Each share of SDG Series B Preferred Stock and SDG Series C Preferred Stock issued and outstanding immediately prior to the effective time of the Merger shall remain issued and outstanding shares of stock of the Surviving Corporation immediately after the effective time of the Merger.

(c) Each issued and outstanding option to purchase one share of SDG Common Stock at the effective time of the Merger, shall, upon such effective time and without further act, be converted into an option to purchase one share of Simon Group Common Stock in accordance with the Merger Agreement.

(d) Each issued and outstanding share of Common Stock, par value \$0.0001 per share, of Merger Sub at the effective time of the Merger, shall upon such effective time and without further act, be converted into, and become one share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation.

(e) As soon as practicable following the effective time of the Merger, each holder of issued and outstanding shares of SDG Common Stock, SDG Class B Common Stock and SDG Class C Common Stock shall be entitled to surrender to the Surviving Corporation the certificates representing the shares of SDG Common Stock, SDG Class B Common Stock and SDG Class C Common Stock held by such holder immediately prior to the effective time of the Merger (the "Surrendered Certificates"), and, upon such surrender, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Simon Group Common Stock, Simon Group Class B Common Stock and Simon Group Class C Common Stock into which the shares of SDG Common Stock, SDG Class B Common Stock and SDG Class C Common Stock represented by the Surrendered Certificates have been converted in the Merger.

(f) As soon as practicable following the effective time of the Merger, each holder of issued and outstanding shares of Common Stock, par value \$0.0001 per share, of Merger Sub shall be entitled to surrender to the Surviving Corporation the

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certificates representing such shares of Common Stock of Merger Sub held by such holder immediately prior to the effective time of the Merger, and upon such surrender, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Common Stock, par value \$0.0001 per share, of the Surviving Corporation into which such shares of Common Stock of Merger Sub have been converted.

EIGHTH. The Merger shall become effective as of 4:30 p.m. on September 24, 1998.




Each undersigned president acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed; and further, as to all matters or facts required to be verified under oath, each such president acknowledges that to the best of his knowledge, information and belief, the matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 23rd day of September, 1998.

WITNESS:


SPG MERGER SUB, INC.


  
Name: James M. Barkley  
Title: Secretary

By:   
Name: David Simon  
Title: President

WITNESS:

SIMON DEBARTOLO GROUP, INC.

  
Name: James M. Barkley  
Title: Secretary

By:   
Name: Richard S. Sokolov  
Title: President

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EXHIBIT A

SIMON DEBARTOLO GROUP, INC.

AMENDMENT

Article SECOND of the charter of Simon DeBartolo Group, Inc. shall be deleted and replaced in its entirety by the following:

"The name of the corporation (which is hereinafter called the "Corporation") is:

SPG Properties, Inc."

ASSESSMENTS AND TAXATION



PAUL B. ANDERSON  
Administrator

CLERK'S DIVISION

DOCUMENT CODE

11A

BUSINESS CODE

COUNTY

24

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

SPG Merger Sub,  
Inc.

Surviving

(Transferee)

Simon  
Debartolo Group, Inc.

DSO 89719

D3731908

CODE AMOUNT FEE REMITTED

|     |    |  |
|-----|----|--|
| 10  | 30 | Expedited Fee                          |
| 31  |    | Rec. Fee (Arts. of Inc.)               |
| 20  |    | Organ. & Capitalization                |
| 22  |    | Rec. Fee (Amendment)                   |
| 33  | 20 | Rec. Fee (Merger, Consol.)             |
| 64  |    | Rec. Fee (Transfer)                    |
| 66  |    | Rec. Fee (Revival)                     |
| 65  |    | Rec. Fee (Dissolution)                 |
| 75  |    | Special Fee                            |
| 73  |    | Certificate of Conveyance              |
| 21  |    | Recordation Tax                        |
| 22  |    | State Transfer Tax                     |
| 23  |    | Local Transfer Tax                     |
| 70  |    | Change of P.O., R.A. or R.A.A.         |
| 31  |    | Corp. Good Standing                    |
| 600 |    | Returns                                |
| 52  |    | Foreign Qualification                  |
| NA  |    | Foreign Registration                   |
| 51  |    | Foreign Name Registration              |
| 53  |    | Foreign Resolution                     |
| 54  |    | For. Supplemental Cert.                |
| 56  |    | Penalty                                |
| 50  |    | Cert. of Qual. or Reg.                 |
| 83  |    | Cert. Limited Partnership              |
| 84  |    | Amendment to Limited Partnership       |
| 85  |    | Termination of Limited Partnership     |
| 80  |    | For. Limited Partnership               |
| 91  |    | Amend/Cancellation, For. Limited Part. |
| 87  |    | Limited Part. Good Standing            |
| 67  |    | Cert. Limited Liability Partnership    |
| 68  |    | LLP Amendment - Domestic               |
| 69  |    | Foreign Limited Liability Partnership  |
| 74  |    | LLP Amendment - Foreign                |
| 99  |    | Art. of Organization (LLC)             |
| 98  |    | LLC Amend, Diss, Continuation          |
| 97  |    | LLC Cancellation                       |
| 96  |    | Registration Foreign LLC               |
| 94  |    | Foreign LLC Supplemental               |
| 92  |    | LLC Good Standing (short)              |
| 13  | 12 | Certified Copy 6                       |
|     |    | Other                                  |

(New Name) SPG Properties,  
Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE 193

ATTENTION:

MAIL TO ADDRESS:

NOTE:

GET COPY