

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11097856**

The Registrar of Companies for England and Wales, hereby certifies that

BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **5th December 2017**



* N11097856O *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **04/12/2017**

X6KK962Y

Company Name in full: **BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **LEVEL 2 99 BISHOPSGATE
LONDON
ENGLAND EC2M 3XD**

Sic Codes: **74990**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Secretary 1

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type:	Person
Full Forename(s):	VICTORIA CLARE EUGENIE
Surname:	THEAKER
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/08/1983** *Nationality:* **BRITISH**

Occupation: **LEGAL
COUNSEL**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type:	Person
Full Forename(s):	ZACHARY BRYAN
Surname:	VAUGHAN
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/08/1977** *Nationality:* **CANADIAN**

Occupation: **SENIOR VICE
PRESIDENT**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **ROSE BELLE CLAIRE**

Surname: **MELLER**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **ENGLAND**
Resident:

Date of Birth: ****/02/1978** *Nationality:* **BRITISH**

Occupation: **LAWYER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 4

Type: **Person**

Full Forename(s): **KEVIN O'DONNELL**

Surname: **MCCRAIN**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **ENGLAND**
Resident:

Date of Birth: ****/07/1979** *Nationality:* **AMERICAN**

Occupation: **VICE
PRESIDENT,
COUNSEL -
REAL ESTATE**

The subscribers confirm that the person named has consented to act as a director.

Company Director 5

Type: **Person**

Full Forename(s): **JAMES BRADLEY**

Surname: **HYLER**

Former Names:

Service Address: **recorded as Company's registered office**

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/07/1978** *Nationality:* **AMERICAN**

Occupation: **SENIOR VICE
PRESIDENT -
BROOKFIELD
PROPERTY
GROUP**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BROOKFIELD PROPERTY
GROUP LIMITED**

Class of Shares: **ORDINARY**

Address **LEVEL 2, 99 BISHOPSGATE
BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3XD**

Number of shares: **1**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **BROOKFIELD PROPERTY GROUP LIMITED**

Service Address: **LEVEL 2, 99 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3XD**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

Register Location: **COMPANIES HOUSE**

Country/State: **ENGLAND**

Registration Number: **09543572**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **BROOKFIELD PROPERTY GROUP LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Brookfield Property Group Limited	Authenticated Electronically

Dated: 04/12/2017