



Amalgamation Application

FORM 13
BUSINESS CORPORATIONS ACT
Section 275

CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

CAROL PREST

FILING DETAILS:

Amalgamation Application for:
BROOKFIELD PROPERTY SPLIT CORP.

Incorporation Number: **BC1004725**

Filed Date and Time: **June 9, 2014 09:50 AM Pacific Time**

Recognition Date and Time: **June 9, 2014 09:50 AM Pacific Time as a result of an Amalgamation.**

AMALGAMATION APPLICATION

The amalgamated company is to adopt, as its name, the name of the following amalgamating company: BROOKFIELD PROPERTY SPLIT CORP.. The Incorporation Number associated with this Company is: BC0987738.

AMALGAMATION EFFECTIVE DATE:

The amalgamation is to take effect at the time that this application is filed with the Registrar.

AMALGAMATING CORPORATION(S) INFORMATION

Name of Amalgamating Corporation(s)	Incorporation Number in BC
BOP 1BOX LTD.	BC0987124
BOP 2BOX LTD.	BC0990008
BROOKFIELD PROPERTY SPLIT CORP.	BC0987738
BROOKFIELD PROPERTY SPLIT HOLDINGS CORP.	BC0987744

AMALGAMATION STATEMENT

This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

NOTICE OF ARTICLES

Name of Company:

BROOKFIELD PROPERTY SPLIT CORP.

REGISTERED OFFICE INFORMATION

Mailing Address:

1055 WEST GEORGIA STREET
1500 ROYAL CENTRE, P.O. BOX 11117
VANCOUVER BC V6E 4N7
CANADA

Delivery Address:

1055 WEST GEORGIA STREET
1500 ROYAL CENTRE, P.O. BOX 11117
VANCOUVER BC V6E 4N7
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1055 WEST GEORGIA STREET
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VANCOUVER BC V6E 4N7
CANADA

Delivery Address:

1055 WEST GEORGIA STREET
1500 ROYAL CENTRE, P.O. BOX 11117
VANCOUVER BC V6E 4N7
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:
Shulman, Saul

Mailing Address:
BROOKFIELD PLACE, 181 BAY STREET
SUITE 330
TORONTO ON M5J 2T3
CANADA

Delivery Address:
BROOKFIELD PLACE, 181 BAY STREET
SUITE 330
TORONTO ON M5J 2T3
CANADA

Last Name, First Name, Middle Name:
Davis, Bryan Kenneth

Mailing Address:
BROOKFIELD PLACE, 250 VESEY ST.,
15TH FLOOR
NEW YORK NY 10281-1023
UNITED STATES

Delivery Address:
BROOKFIELD PLACE, 250 VESEY ST.,
15TH FLOOR
NEW YORK NY 10281-1023
UNITED STATES

Last Name, First Name, Middle Name:
Stelzl, Robert

Mailing Address:
BROOKFIELD PLACE, 250 VESEY ST.,
15TH FL.
NEW YORK NY 10281-1023
UNITED STATES

Delivery Address:
BROOKFIELD PLACE, 250 VESEY ST.,
15TH FL.
NEW YORK NY 10281-1023
UNITED STATES

Last Name, First Name, Middle Name:
Turcotte, Denis Andre

Mailing Address:
BROOKFIELD PLACE, 181 BAY STREET
SUITE 330
TORONTO ON M5J 2T3
CANADA

Delivery Address:
BROOKFIELD PLACE, 181 BAY STREET
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TORONTO ON M5J 2T3
CANADA

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Class A Common Shares	Without Par Value
			With Special Rights or Restrictions attached
2.	No Maximum	Class B Common Shares	Without Par Value
			With Special Rights or Restrictions attached

3.	No Maximum	Class A Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	60,000,000	Class A Junior Preferred, Series 1
		Special Rights or Restrictions are attached
4.	No Maximum	Class B Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	40,000,000	Class B Junior, Preferred, Series 1
		Special Rights or Restrictions are attached
5.	No Maximum	Class C Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	20,000,000	Class C Junior Preferred, Series 1
		Special Rights or Restrictions are attached
6.	No Maximum	Class D Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	30,000,000	Class D Junior Preferred, Series 1
		Special Rights or Restrictions are attached
7.	No Maximum	Class A Senior Preferred Shares
		Without Par Value
		With Special Rights or Restrictions attached
1.	1,000,000	Class A Senior Preferred, Series 1
		Special Rights or Restrictions are attached

2.	1,000,000	Class A Senior Preferred, Series 2	Special Rights or Restrictions are attached
3.	1,000,000	Class A Senior Preferred, Series 3	Special Rights or Restrictions are attached
4.	1,000,000	Class A Senior Preferred, Series 4	Special Rights or Restrictions are attached



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British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT


CAROL PREST

This Notice of Articles was issued by the Registrar on: June 9, 2014 09:50 AM Pacific Time

Incorporation Number: BC1004725

Recognition Date and Time: June 9, 2014 09:50 AM Pacific Time as a result of an Amalgamation

NOTICE OF ARTICLES

Name of Company:

BROOKFIELD PROPERTY SPLIT CORP.

REGISTERED OFFICE INFORMATION

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VANCOUVER BC V6E 4N7
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CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Shulman, Saul

Mailing Address:

BROOKFIELD PLACE, 181 BAY STREET
SUITE 330
TORONTO ON M5J 2T3
CANADA

Delivery Address:

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Last Name, First Name, Middle Name:

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CANADA

Delivery Address:

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CANADA

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Class A Common Shares	Without Par Value
			With Special Rights or Restrictions attached

2.	No Maximum	Class B Common Shares	Without Par Value
			With Special Rights or Restrictions attached

3.	No Maximum	Class A Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	60,000,000	Class A Junior Preferred, Series 1
		Special Rights or Restrictions are attached
4.	No Maximum	Class B Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	40,000,000	Class B Junior, Preferred, Series 1
		Special Rights or Restrictions are attached
5.	No Maximum	Class C Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	20,000,000	Class C Junior Preferred, Series 1
		Special Rights or Restrictions are attached
6.	No Maximum	Class D Junior Preferred Shares
		With a Par Value of 25.00 Canadian Dollar(s) each
		With Special Rights or Restrictions attached
1.	30,000,000	Class D Junior Preferred, Series 1
		Special Rights or Restrictions are attached
7.	No Maximum	Class A Senior Preferred Shares
		Without Par Value
		With Special Rights or Restrictions attached
1.	1,000,000	Class A Senior Preferred, Series 1
		Special Rights or Restrictions are attached

2.	1,000,000	Class A Senior Preferred, Series 2	Special Rights or Restrictions are attached
3.	1,000,000	Class A Senior Preferred, Series 3	Special Rights or Restrictions are attached
4.	1,000,000	Class A Senior Preferred, Series 4	Special Rights or Restrictions are attached



Number: BC1004725

CERTIFICATE OF AMALGAMATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that BOP 1BOX LTD., incorporation number BC0987124, and BOP 2BOX LTD., incorporation number BC0990008, and BROOKFIELD PROPERTY SPLIT CORP., incorporation number BC0987738, and BROOKFIELD PROPERTY SPLIT HOLDINGS CORP., incorporation number BC0987744 were amalgamated as one company under the name BROOKFIELD PROPERTY SPLIT CORP. on June 9, 2014 at 09:50 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On June 9, 2014*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada

