

OpenDoor Property Trust I

Known Place of Business & Statutory Agent

The Arizona Statutory Agent Name and Address is:
(A Signed Agent Acceptance Page Is Attached)

Cogency Global Inc.
300 W Clarendon Ave., Suite 240
Phoenix, AZ 85013

The Arizona Known Place of Business is:

c/o Cogency Global Inc.
300 W Clarendon Ave., Suite 240
Phoenix, AZ 85013

Known Place of Business in the Entity's Domestic State is:

c/o Wilmington Trust, National Association
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

OpenDoor Property Trust I

Verified Trustee List

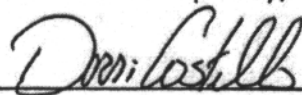
Dated: May 28, 2019

TRUSTEE:

Wilmington Trust, National Association
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Wilmington Trust, National Association,
Not in its individual capacity, but solely as trustee

By: _____



Name:

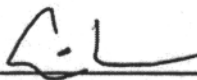
Dorri Costello
Vice President

Title:

TRUSTEE:

Opendoor Labs Inc.
405 Howard Street
San Francisco, CA 94105

Opendoor Labs Inc.

By: _____

Name: Eric Wu

Title: Chief Executive Officer

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Opendoor Property Trust I

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

COGENCY GLOBAL INC.

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Jori Wallace
Signature

Jori Wallace, Assistant Secretary 3/19/2019

Printed Name

Date

REQUIRED – check only one:

- | | |
|--|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|--|

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Opendoor Property Trust I**2. FELONY/JUDGMENT QUESTIONS :**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all Incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Opendoor Labs, Inc. on behalf of Opendoor Property Trust I

Name

405 Howard Street, Suite 550

Address 1

Address 2

San Francisco

CA

94105

City
Country

UNITED STATES

State

Zip

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Wilmington Trust, National Association,
not in its individual capacity but solely as Delaware Trustee

Name

1100 North Market Street

Address 1

Address 2

Wilmington

DE

19890

City
Country

UNITED STATES

State

Zip

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Dorri Costello
Vice President

05/23/2019

Printed Name

Date

REQUIRED - check only one: N/A

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

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IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

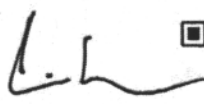
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Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Opendoor Labs, Inc. on behalf of Opendoor Property Trust I

Name 405 Howard Street, Suite 550		
Address 1		
Address 2 San Francisco	CA	94105
City	State	Zip
Country	UNITED STATES	

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT

Signature
Eric Wu
Printed Name

5/23/19
Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Wilmington Trust, National Association,
not in its individual capacity but solely as Delaware Trustee

Name 1100 North Market Street		
Address 1		
Address 2 Wilmington	DE	19890
City	State	Zip
Country	UNITED STATES	

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one: N/A

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None	Mail: Arizona Corporation Commission - Corporate Filings Section
All fees are nonrefundable - see Instructions.	1300 W. Washington St., Phoenix, Arizona 85007
	Fax: 602-542-4100

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ARIZONA DEPARTMENT OF FINANCIAL INSTITUTIONS

Keith A. Schraad
Interim Superintendent

Douglas A. Ducey
Governor

April 10, 2019

Ms. Molly B Gray, Paralegal
Mayer Brown LLP
71 South Wacker Drive
Chicago, IL 60606

Reference: Request for approval to use the word "trust" in the State of Arizona
for a company name. Proposed name "*Opendoor Property Trust I*"

Dear Ms. Gray:

The Arizona Department of Financial Institutions ("AZDFI") has reviewed your request for permission to use the name "*Opendoor Property Trust I*" to register with the Arizona Secretary of State.

We are pleased to provide a **non-objection** to the chosen name "*Opendoor Property Trust I*" as the name does not appear to violate the Arizona Revised Statutes § 10-401 because there is no intention to hold the company out as a financial institution depository, specifically a trust company.

This non-objection is specifically limited to the specific company name as requested and does not provide authority to conduct business that would require a license with AZDFI. In the event the business does require a license or permit from AZDFI, more information about the licensing requirements can be found at <http://www.azdfi.gov>.

The Department reserves the right to withdraw this approval in the event that "*Opendoor Property Trust I*" deviates from representations set forth in your original request.

If you have any questions, please do not hesitate to contact me at 602-771-2822 or Ana Starcevic at 602-771-2816 or astarcevic@azdfi.gov.

Sincerely,

Gregory C. Dunn, Division Manager
Banks & Trusts Division

GCD:as

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPENDOOR PROPERTY TRUST I" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "OPENDOOR PROPERTY TRUST I" IS A SERIES STATUTORY TRUST.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPENDOOR PROPERTY TRUST I" WAS FORMED ON THE EIGHTH DAY OF FEBRUARY, A.D. 2019.



7273115 8300E

SR# 20191738991

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202368563

Date: 03-04-19

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENDOOR PROPERTY TRUST I" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 2019, AT 9:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "OPENDOOR PROPERTY TRUST I".



7273115 8100H
SR# 20191738991

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202368562
Date: 03-04-19

**CERTIFICATE OF TRUST OF
OPENDOOR PROPERTY TRUST I**

Division of Corporations
Delivered 09:25 AM 02/08/2019
FILED 09:25 AM 02/08/2019
SR 20190831211 - File Number 7273115

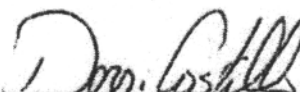
This Certificate of Trust (the "Certificate of Trust") of Opendoor Property Trust I (the "Trust") is being duly executed and filed by Wilmington Trust, National Association, as trustee, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is Opendoor Property Trust I.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Wilmington Trust, National Association, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust may create and issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each, a "Series").
4. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof, and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
5. Effective Date. This Certificate of Trust shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the trustee of the Trust, has executed this Certificate of Trust in accordance with Section 3811(a)(1) of the Act.

WILMINGTON TRUST, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as trustee

By:
Name:
Title:


Dorri Costello
Vice President