

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Piedmont Office Holdings II, Inc.
a Domestic Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **12/22/2020** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/30/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION
OF
PIEDMONT OFFICE HOLDINGS II, INC.

I.

The name of the Corporation is **PIEDMONT OFFICE HOLDINGS II, INC.**

II.

The corporation shall have perpetual duration and is organized pursuant to the Georgia Business Corporation Code as a corporation for profit for any lawful purpose not prohibited to a corporation under the applicable laws of the State of Georgia and shall be authorized in connection therewith to carry on any lawful business.

III.

The Corporation shall have the authority to issue not more than 1,000,000 shares of Common Stock with no par value.

IV.

The initial registered office of the Corporation shall be at 289 S. Culver St., Lawrenceville, Gwinnett County, GA 30046-4805. The initial registered agent of the Corporation at such address shall be C T Corporation System.

V.

The initial principal office and mailing address of the Corporation shall be at 5565 Glenridge Connector, Suite 450, Atlanta, Fulton County, Georgia 30342.

VI.

The name and address of the incorporator is:

Thomas A. McKean
5565 Glenridge Connector, Ste. 450
Atlanta, GA 30342

VII.

The initial Board of Directors is composed of the following directors:

C. Brent Smith
5565 Glenridge Connector, Ste. 450
Atlanta, GA 30342

Robert E. Bowers
5565 Glenridge Connector, Ste. 450
Atlanta, GA 30342

George M. Wells
5565 Glenridge Connector, Ste. 450
Atlanta, GA 30342

VII.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the actions taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

IX.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) of any of the types set forth in Section 14-2-832 of the Georgia Business

Corporation Code; or (iv) for any transaction from which the director has received an improper personal benefit. The provisions of this Article shall not apply with respect to acts or omissions occurring prior to the effective date of this Article.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

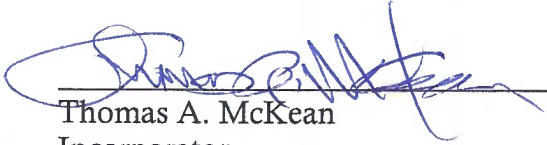
(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

X.

In addition to any powers provided by law, in the Bylaws, or otherwise, the Corporation shall have the power to indemnify any person who becomes a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

[signature on following page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of December, 2020.



Thomas A. McKean
Incorporator



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

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Secretary of State
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TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: **isadora.harper@piedmontreit.com**

1. Entity Type (check one only) Profit Corporation Nonprofit Corporation Professional Corporation Benefit Corporation

19853077

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Piedmont Office Holdings II, Inc.

Corporate Name (List exactly as it appears in articles.)

2. **Isadora Harper**

Name of Person Filing Articles of Incorporation

5565 Glenridge Connector , Suite 450

Address

Atlanta

City

GA

State

30342

Zip Code

3. **5565 Glenridge Connector , Suite 450**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

Atlanta

City

GA

State

30342

Zip Code

4. **C T Corporation System**

Name of Registered Agent in Georgia

289 S Culver Street

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Lawrenceville

City

Gwinnett

County

GA

State

30046

Zip Code

FFinboxATL@wolterskluwer.com

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Thomas A. McKean

Incorporator

5565 Glenridge Connector , Suite 450

Address

Atlanta

City

GA

State

30342

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a filing fee of \$100.00 payable to "Secretary of State". Filing fees are non-refundable.
I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Isadora Harper

Signature of Authorized Person