

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TC1 BUSINESS CODE _____

#-06-394388



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

ID # 00000092 ACK # 1000362002038406
PAGES: 0011
MI DEVELOPMENTS (MARYLAND), LLC

07/21/2011 AT 02:52 P NO # 0003837188

New Name _____

FEES REMITTED

Base Fee:	<u>20</u>
Org. & Cap. Fee:	<u>50</u>
Expedite Fee:	<u>73,000</u>
Penalty:	<u>73,000</u>
State Recordation Tax:	<u>73,000</u>
State Transfer Tax:	<u>73,000</u>
Certified Copies:	_____
Copy Fee:	_____
Certificates:	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other: <u>Howard Co</u>	<u>176,000</u>
<u>transfer tax</u>	<u>292,070</u>
TOTAL FEES:	292,070

_____	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)
_____	_____
_____	_____

Credit Card _____ Check Cash _____

_____ Documents on _____ Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S):

WALK-IN

Code _____

Attention: _____

Mail: Name and Address
MI Developments (America) Inc.
455 Magna Drive
Aurora, Ontario, Canada
249 7A9

Stamp Work Order and Customer Number HERE

CUST ID: 0002620608
 WORK ORDER: 0003837188
 DATE: 07-21-2011 02:53 PM
 AMT. PRID: \$282,070.00

- 28) NORTH 41°33'58" EAST 111.00 FEET TO A POINT; THENCE
- 29) SOUTH 48°26'02" EAST 35.00 FEET TO A POINT; THENCE
- 30) NORTH 41°33'58" EAST 100.00 FEET TO A POINT; THENCE
- 31) NORTH 48°26'02" WEST 35.00 FEET TO A POINT; THENCE
- 32) NORTH 41°33'58" EAST 189.54 FEET TO A POINT ON THE 25TH OR SOUTH 51°05'27" EAST 577.83 FEET LINE OF THE BEFORE FIRST SAID CONVEYANCE; THENCE, LEAVING SAID RIGHT OF WAY AND BINDING ON PART OF SAID LINE
- 33) SOUTH 51°09'58" EAST 227.39 FEET TO AN IRON PIPE FOUND; THENCE
- 34) NORTH 36°01'41" EAST 148.58 FEET TO AN IRON PIPE FOUND; THENCE
- 35) SOUTH 51°27'42" EAST 135.79 FEET TO AN IRON PIPE FOUND; THENCE
- 36) NORTH 39°29'04" EAST 199.38 FEET TO A CONCRETE MONUMENT FOUND; THENCE, BINDING ON PART OF THE 29TH OR NORTH 51°10'27" WEST 706.50 FEET LINE OF THE FIRST SAID CONVEYANCE
- 37) NORTH 50°39'28" WEST 341.41 FEET TO A POINT ON THE BEFORE SAID RIGHT OF WAY LINE FOR THE LAUREL BYPASS; THENCE, BINDING ON SAID RIGHT OF WAY
- 38) NORTH 41°33'58" EAST 100.07 FEET TO A POINT ON THE 31ST OR SOUTH 51°10'26" EAST 580.87 FEET LINE OF THE FIRST SAID CONVEYANCE; THENCE, BINDING ON PART OF SAID LINE
- 39) SOUTH 50°39'28" EAST 131.42 FEET TO A POINT AT THE END OF THE 3RD OR NORTH 43°55' WEST 80 FEET LINE OF THE BEFORE SAID SECOND CONVEYANCE; THENCE, BINDING ON THE 4TH AND 1ST LINES OF SAID DEED
- 40) NORTH 39°51'12" EAST 70.00 FEET TO A POINT ON THE WESTERN MOST SIDE OF A 25 FEET RIGHT OF WAY; THENCE, BINDING ON SAID RIGHT OF WAY
- 41) SOUTH 50°39'34" EAST 80.00 FEET TO A POINT ON THE 32nd OR NORTH 39°28'44" EAST 96.69 FEET LINE OF THE BEFORE SAID FIRST CONVEYANCE; THENCE, BINDING ON PART OF SAID LINE
- 42) NORTH 39°51'12" EAST 25.13 FEET TO A POINT AT THE END THEREOF AND ON EASTERN MOST SIDE OF THE SAID 25 FEET RIGHT OF WAY; THENCE, BINDING ON THE SAID RIGHT OF WAY, AND THE 33RD THROUGH THE 47 TH LINES OF THE BEFORE SAID FIRST DEED

43) NORTH 50°39'28" WEST 102.65 FEET TO A POINT; THENCE, LEAVING SAID RIGHT OF WAY

44) NORTH 39°40'58" EAST 200.00 FEET TO A POINT; THENCE

45) NORTH 51°22'37" EAST 665.06 FEET TO A POINT LOCATED 5.71 FEET FROM A PIPE FOUND; THENCE

46) SOUTH 50°29'42" EAST 591.76 FEET TO AN IRON PIPE FOUND; THENCE

47) NORTH 35°10'12" EAST 946.75 FEET TO A POINT; THENCE

48) SOUTH 51°18'47" EAST 367.55 FEET TO AN IRON PIPE FOUND; THENCE

49) NORTH 35°11'13" EAST 285.45 FEET TO A POINT; THENCE

50) SOUTH 51°18'47" EAST 815.50 FEET TO THE POINT OF BEGINNING.

CONTAINING 2,679,441 SQUARE FEET OR 61.511 ACRES, MORE OR LESS.

BLOOMFIELD 27897-50 1130222v1

CUST ID: 0002620608
WORK ORDER: 0003837188
DATE: 07-21-2011 02:53 PM
AMT. PAID: \$292,070.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: Regular Permissive

2. Date of final transfer: June 30, 2011

3. Name of Real Property Entity whose interest is being transferred: MI Developments (Maryland), LLC,
formerly known as MI Developments (Maryland) Inc., a DE corporation from 2282658 Ontario Inc. to 2272804 Ontario Inc.

4. Mailing address for Real Property Entity: c/o MI Developments (America) Inc., 455 Magna Drive, Aurora,
Ontario, Canada L4G 7A9

5. Type of Real Property Entity: Corp LLC LP GP or Joint Venture
 Unincorporated REIT Other-specify _____

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ 14,600,000.00

8. List below the value attributable to each of the following assets:

- a) Maryland Real Property \$ 14,600,000.00
- b) Non-Maryland Real Property \$ _____
- c) Cash \$ _____
- d) Securities \$ _____
- e) Maryland Tangible Personal Property* \$ _____

*Provide SDAT personal property account # for each return:

- f) Non-Maryland Tangible Personal Property \$ _____
- g) Other: Attach description and method of valuation \$ _____

9. Gross value of Real Property Entity assets: \$ 14,600,000.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Howard 06-394388 See attached Exhibit A
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: vacant land
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ 14,600,000.00

Parcel 2:*

County Name SDAT Account No. Address or brief description
 Description of building/improvements: _____
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ _____
 *If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required)

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u>14,600,000</u>	x	<u>14,600,000</u>	= \$	<u>14,600,000</u>	x	<u>.5%</u>	= \$	<u>73,000</u>
Item 8a amount					<u>14,600,000</u>	x	<u>0.5%</u>	= \$	<u>73,000</u>
Item 9 amount: \$	<u>14,600,000</u>				<u>14,600,000</u>	x	<u>1%</u>	= \$	<u>146,000</u>

Total Taxes \$ 292,000

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.


13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

See attached
 Signature of authorized filer _____ Date _____

Signature page to Report of Transfer of Controlling Interest

MI Developments (Maryland), LLC,
a Delaware limited liability company

By: 2282658 Ontario Inc., a corporation existing
under the laws of the Province of Ontario
Its: Sole Member

By: 
Print Name: FRANCIS STAUDER
Its: AUTHORIZED SIGNATORY

Dated as of June 30, 2011

BLOOMFIELD 27897-50 1130247V1

14.) Contact information for this filing:

Dawn Singer

248-433-7240

Name

Telephone

Dickinson Wright PLLC, 38525 Woodward, Suite 2000

Bloomfield Hills

MI

48304

Address

City

State

Zip code

Exhibit A

All of those lots or parcels of land located in Howard County, Maryland, and more particularly described as follows:

AREA "A"

BEING A PORTION OF THE FIRST PARCEL OF THAT CONVEYANCE FROM LAUREL RACE COURSE, INC., A MARYLAND CORPORATION, TO LAUREL RACING ASSOCIATION LIMITED PARTNERSHIP, A MARYLAND LIMITED PARTNERSHIP, BY DEED DATED DECEMBER 10, 1984, AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY, MARYLAND IN LIBER 1309 FOLIO 356.

BEGINNING FOR THE SAME AT AN IRON PIPE FOUND AT THE END OF THE 24TH OR NORTH 39°14'51" EAST 219.94 FEET LINE OF THE ABOVE SAID DEED, SAID IRON PIPE BEING ON THE SOUTHEASTERN MOST RIGHT OF WAY LINE OF MARYLAND ROUTE 1, AS SHOWN ON MARYLAND STATE ROADS COMMISSION PLAT 36909; THENCE, LEAVING SAID RIGHT OF WAY AND BINDING ON PART OF THE 25TH OR SOUTH 51°05'27" EAST 577.88 FEET LINE OF SAID DEED, WITH COURSES REFERRED TO THE MARYLAND STATE PLANE COORDINATE SYSTEM (NAD 83)

- 1) SOUTH 51°09'58" EAST 301.62 FEET TO A POINT ON THE NORTHEASTERN MOST RIGHT OF WAY LINE FOR THE LAUREL BY-PASS, AS SHOWN ON MARYLAND STATE ROADS COMMISSION PLAT 6774; THENCE, BINDING ON SAID RIGHT OF WAY
- 2) SOUTH 41°33'58" WEST 151.15 FEET TO A POINT; THENCE,
- 3) NORTH 48°26'02" WEST 35.00 FEET TO A POINT; THENCE,
- 4) SOUTH 41°33'58" WEST 64.09 FEET TO A POINT AT THE END OF THE 4TH OR SOUTH 26°34'51" EAST 70.00 FEET LINE OF THE CONVEYANCE FROM LAUREL RACE COURSE, INC. TO THE HOWARD COUNTY METROPOLITAN COMMISSION, BY DEED DATED JUNE 11, 1964 AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY, MARYLAND IN LIBER 420, FOLIO 17; THENCE, LEAVING SAID RIGHT OF WAY AND BINDING REVERSELY ON THE 4TH, 3RD AND 2ND LINES OF SAID DEED
- 5) NORTH 26°34'51" WEST 70.15 FEET TO A POINT; THENCE,
- 6) SOUTH 41°30'09" WEST 90.30 FEET TO A POINT; THENCE,
- 7) SOUTH 77°24'49" WEST 64.68 FEET TO A POINT ON THE EASTERN BANK OF THE PATUXENT RIVER; THENCE, LEAVING SAID RIGHT OF WAY, AND BINDING ON SAID BANK;

8) NORTH 16°03'47" WEST 139.95 FEET TO A POINT ON THE BEFORE SAID RIGHT OF WAY FOR MARYLAND ROUTE 1; THENCE, BINDING ON SAID RIGHT OF WAY

9) NORTH 39°10'01" EAST 44.24 FEET TO A POINT; THENCE,

10) NORTH 50°49'58" WEST 27.00 FEET TO A POINT; THENCE,

11) NORTH 39°10'01" EAST 185.00 FEET TO A POINT; THENCE,

12) NORTH 50°49'59" WEST 8.00 FEET TO A POINT; THENCE,

13) NORTH 39°10'01" EAST 15.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 70,018 SQUARE FEET, OR 1.607 ACRES, MORE OR LESS.

AREA "B"

BEING A PORTION OF THE FIRST PARCEL OF THAT CONVEYANCE FROM LAUREL RACE COURSE, INC., A MARYLAND CORPORATION, TO LAUREL RACING ASSOCIATION LIMITED PARTNERSHIP, A MARYLAND LIMITED PARTNERSHIP, BY DEED DATED DECEMBER 10, 1984, AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY, MARYLAND IN LIBER 1309 FOLIO 356.

BEGINNING FOR THE SAME AT AN IRON PIPE FOUND AT THE END OF THE 29TH OR NORTH 51°10'27" EAST 706.50 FEET LINE OF THE ABOVE SAID DEED, SAID IRON PIPE BEING ON THE EASTERLY RIGHT OF WAY LINE OF MARYLAND ROUTE 1, AS SHOWN ON MARYLAND STATE ROADS COMMISSION PLAT 36909; THENCE, BINDING ON SAID RIGHT OF WAY AND THE 30TH OR NORTH 39°17'02" EAST 100.00 FEET LINE OF SAID DEED, WITH COURSES REFERRED TO THE MARYLAND STATE PLANE COORDINATE SYSTEM (NAD 83)

1) NORTH 38°03'10" EAST 100.01 FEET TO A POINT LOCATED 0.48 FEET FROM AN IRON PIPE FOUND; THENCE, LEAVING SAID RIGHT OF WAY, AND BINDING ON PART OF THE 31ST OR SOUTH 51°10'26" EAST 580.87 LINE OF SAID DEED

2) SOUTH 50°39'28" WEST 319.41 FEET TO A POINT ON THE WESTERN MOST RIGHT OF WAY FOR THE LAUREL BY PASS, AS SHOWN ON STATE ROADS COMMISSION PLAT 6774; THENCE, BINDING ON SAID RIGHT OF WAY

3) SOUTH 41°33'58" WEST 100.07 FEET TO A POINT ON THE BEFORE SAID 29TH LINE; THENCE, BINDING ON PART OF SAID LINE

4) NORTH 50°39'28" WEST 313.28 FEET TO THE POINT OF BEGINNING.

CONTAINING 31,629 SQUARE FEET, OR 0.726 ACRES, MORE OR LESS.

SAVING AND EXCEPTING 0.005 ACRES OF LAND CONVEYED TO ALAN JEROME SOPER FROM LAUREL RACING ASSOCIATION LIMITED PARTNERSHIP BY CONFIRMATORY QUITCLAIM DEED DATED AUGUST 4, 2004 AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY IN LIBER 9157, FOLIO 239.

AREA "C"

BEING A PORTION OF THAT CONVEYANCE FROM LAUREL RACE COURSE, INC., A MARYLAND CORPORATION, TO LAUREL RACING ASSOCIATION LIMITED PARTNERSHIP, A MARYLAND LIMITED PARTNERSHIP, BY DEED DATED DECEMBER 10, 1984, AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY, MARYLAND IN LIBER 1309 FOLIO 356, AND ALL OF THAT CONVEYANCE FROM ANNA MAY FADELY BROWN TO LAUREL RACING ASSOCIATION LIMITED PARTNERSHIP, A MARYLAND LIMITED PARTNERSHIP, BY DEED DATED NOVEMBER 6, 1985 AND RECORDED AMONG THE LAND RECORDS OF HOWARD COUNTY, MARYLAND IN LIBER 1406, FOLIO 311.

BEGINNING FOR THE SAME AT A POINT AT THE END OF THE 40th OR SOUTH 51°16'47" EAST 817.40 FOOT LINE OF THE FIRST MENTIONED DEED ABOVE, SAID POINT ALSO BEING ON THE NORTHERLY RIGHT OF WAY LINE OF THE BALTIMORE AND OHIO RAILROAD PROPERTY AS DESCRIBED IN A DEED RECORDED IN LIBER GW 89, FOLIO 218, SAID POINT ALSO BEING THE SOUTHERLY MOST CORNER OF THE PROPERTY OF 9001 WHISKEY BOTTOM ROAD, LLC AS DESCRIBED IN A DEED RECORDED IN LIBER 10207, FOLIO 356 AND RUNNING WITH AND ALONG THE SAID NORTHERLY RAILROAD RIGHT OF WAY LINE THE FOLLOWING TWENTY (20) COURSES AND DISTANCES:

- 1) 949.77 FEET ALONG THE ARC OF A CURVE DEFLECTING TO THE RIGHT HAVING A RADIUS OF 2192.01 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 56°01'06" WEST 942.36 FEET TO A POINT; THENCE,
- 2) 681.24 FEET ALONG THE ARC OF A CURVE DEFLECTING TO THE RIGHT HAVING A RADIUS OF 5629.65 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 71°53'52" WEST 680.83 FEET TO A POINT; THENCE,
- 3) SOUTH 75°21'52" WEST 315.40 FEET TO A POINT; THENCE,
- 4) 370.00 FEET ALONG THE ARC OF A CURVE DEFLECTING TO THE LEFT HAVING A RADIUS OF 3919.83 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 72°39'37" WEST 369.86 FEET TO A POINT; THENCE,
- 5) SOUTH 34°09'52" WEST 80.00 FEET TO A POINT; THENCE,
- 6) SOUTH 67°10'52" WEST 92.00 FEET TO A POINT; THENCE,

- 7) SOUTH 66°40'52" WEST 102.40 FEET TO A POINT; THENCE,
- 8) SOUTH 62°25'52" WEST 101.90 FEET TO A POINT; THENCE,
- 9) SOUTH 61°10'52" WEST 97.00 FEET TO A POINT; THENCE,
- 10) SOUTH 61°42'52" WEST 107.90 FEET TO A POINT; THENCE,
- 11) SOUTH 61°10'52" WEST 99.00 FEET TO A POINT; THENCE,
- 12) SOUTH 59°25'52" WEST 99.50 FEET TO A POINT; THENCE,
- 13) SOUTH 58°10'52" WEST 101.90 FEET TO A POINT; THENCE,
- 14) SOUTH 54°10'52" WEST 96.00 FEET TO A POINT; THENCE,
- 15) SOUTH 52°55'52" WEST 98.00 FEET TO A POINT; THENCE,
- 16) SOUTH 54°25'52" WEST 102.50 FEET TO A POINT; THENCE,
- 17) SOUTH 60°10'52" WEST 110.00 FEET TO A POINT; THENCE,
- 18) SOUTH 50°10'52" WEST 105.90 FEET TO A POINT; THENCE,
- 19) SOUTH 50°40'52" WEST 100.90 FEET TO A POINT; THENCE,
- 20) SOUTH 49°50'52" WEST 34.62 FEET TO A POINT ON THE EASTERN BANK OF THE PATUXENT RIVER; THENCE RUNNING WITH AND ALONG SAID BANK THE FOLLOWING FIVE (5) COURSES AND DISTANCES:
 - 21) NORTH 55°53'49" WEST 42.34 FEET TO A POINT; THENCE,
 - 22) NORTH 28°48'29" WEST 136.95 FEET TO A POINT; THENCE,
 - 23) NORTH 09°31'38" WEST 277.83 FEET TO A POINT; THENCE,
 - 24) NORTH 36°46'19" EAST 96.39 FEET TO A POINT; THENCE,
 - 25) NORTH 16°03'47" WEST 54.16 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE FOR THE LAUREL BY PASS, AS SHOWN ON STATE ROADS COMMISSION PLAT 6774; THENCE, LEAVING SAID BANK AND BINDING ON SAID RIGHT OF WAY
 - 26) NORTH 41°33'58" EAST 87.68 FEET TO A POINT; THENCE,
 - 27) NORTH 48°26'02" WEST 55.00 FEET TO A POINT; THENCE,