

Cole Credit Property Trust II Inc
Form 8-K
September 16, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Date of Report (Date of earliest event reported): September 12, 2005 (September 12, 2005)
Cole Credit Property Trust II, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland (State or other jurisdiction of incorporation or organization)	333-121094 (1933 Act) (Commission File Number)	20-1676382 (I.R.S. Employer Identification No.)
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**2555 East Camelback Road, Suite 400, Phoenix, Arizona
85016**

(Address of principal executive offices)
(Zip Code)

(602) 778-8700

(Registrant's telephone number, including area code)

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

Cole Credit Property Trust II, Inc. (the Company) amended and restated its articles of incorporation (the Amended and Restated Articles) on September 12, 2005. A copy of the Amended and Restated Articles (the Articles) is attached hereto as Exhibit 3.1 and is incorporated herein by reference. The Company amended the Articles by amending Section 13.2 thereto to clarify the Company s indemnification obligations to, and exculpation rights of, its affiliates, including officers and affiliated directors. The amendment is effective as of September 12, 2005.

Item 9.01 Financial Statements and Exhibits

3.1 Fifth Articles of Amendment and Restatement

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**COLE CREDIT PROPERTY TRUST II,
INC.**

Dated: September 16, 2005

By: /s/ Blair D. Koblenz
Blair D. Koblenz
Chief Financial Officer and
Executive Vice President