

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)

<b>Maryland</b> (State or other jurisdiction of incorporation or organization)	<b>333-121094</b> (1933 Act) (Commission File Number)	<b>20-1676382</b> (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

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**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