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STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

RESIDENCE INN BY MARRIOTT, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF Delaware HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 15th day of December AD 1987 and of the Independence of the United States the two hundred and 12th.



Jim Edgar
SECRETARY OF STATE

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PCA-13.15 (Rev. Jul. 1984)

File #

Submit in Duplicate

Remit payment in Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State". DO NOT SEND CASH!

Secretary of State
State of Illinois

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS

This Form For Use By Secretary of State	
Date	12-15-87
License Fee	\$ 141.34
Franchise Tax	\$ 292.78
Filing Fee	\$ 75.00
Penalties	\$
Clerk	514.17

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is RESIDENCE INN BY MARRIOTT, INC.
(shall contain the word "corporation", "company", "incorporated",
or "limited", or shall contain an abbreviation of one such word)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is same

2. State or Country of Incorporation Delaware; Date of Incorporation June 11, 1987; Period of Duration Perpetual

3. The address of its principal office, wherever located, is 10400 Fernwood Road
Bethesda, MD 10058

and the address of its principal office in Illinois is 33 North LaSalle Street
Chicago, IL 60602

4. The name and address of its registered agent and its registered office are:
Registered Agent The Prentice-Hall Corporation System, Inc.
First Name Middle Name Last Name

Registered Office 33 North LaSalle Street
Number Street Suite # (A P.O. box alone is not acceptable)
Chicago, 60602 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are: Applications for authority to transact business are being filed in the following states: AL, AZ, CA, CO, CT, FL, GA, ID, IN, KS, KY, LA, MI, MS, MO, NE, NJ, NM, NY, NC, OH, OK, OR, PA, SC, TN, TX, U

6. The names and respective residential addresses of its officers and directors are: See attached list VA, WA, MA, MD, MN, VT, NH, N

	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7.

The purpose or purposes for which it is organized is, which it proposes to pursue in the transaction of business in this State are:

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If not sufficient space to cover this point, add one or more sheets of this size

To operate Residence Inns

Property of Cook County Clerk's Office

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3 2 6 5 8 1 1 1

OFFICERS AND DIRECTORS RESIDENCE INN BY MARRIOTT, INC.

President:

Frederic V. Malek
1259 Crest Lane
McLean, VA 22101

Vice Presidents:

Sterling D. Colton
8005 Greentree Road
Bethesda, MD 20817

John H. Dasburg
10609 Alloway Drive
Potomac, MD 20854

William J. Shaw
7812 River Falls Road
Potomac, MD 20854

William W. McCarten
2008 Roundhouse Road
Vienna, VA 22180

Leland C. Pillsbury
858 Coachway
Annapolis, MD 21401

Secretary:

Shirley J. Evans
334 New Mark Esplanade
Rockville, MD 20850

Assistant Secretaries:

William G. Kafes
9018 Fairview Road
Silver Spring, MD 20910

Robert B. Morris
1074 Pipestem Place
Rockville, MD 20854

M. Lester Pulse, Jr.
926 Farm Haven Drive
Rockville, MD 20852

Myron D. Walker
4107 Maryland Avenue
Bethesda, MD 20816

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(continued next page)

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Residence Inn By Marriott, Inc.
Officers and Directors - page 2

Assistant Secretaries (con't):

Kurt A. Krieger
10310 Parkwood Drive
Kensington, MD 20895

Christopher G. Townsend
10 Paramus Court
Gaithersburg, MD 20878

Carol A. Bruff
13531 Vandalia Drive
Rockville, MD 20853

Treasurer:

William J. Shaw
(See above)

Assistant Treasurer:

Wendell B. Ward, Jr.
6406 Hillmead Road
Bethesda, MD 20817

Directors:

Frederic V. Malek
Sterling D. Colton
John H. Dasburg
(See above)

Business Address

10400 Fernwood Road
Bethesda, MD 20058

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	100	100

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital** is \$ 5,000,000.00

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER # 10 or # 11 below)

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.

11. (a) - Give an estimate of the (or) value of all the property of the corporation for the following year \$ 245,000,000.00
- (b) - Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 14,986,282.00
- (c) - State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 17,700,000.00
System fees
- (d) - State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 396,000.00

12. INTERROGATORIES

- > *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
 10400 Fernwood Road, Bethesda, MD 20058
- (b) The number of shares of all classes owned by residents of Illinois is: none
- (c) The number of shares of all classes owned by non-residents of Illinois is: none
- (d) Is the corporation transacting business in this State at this time? no
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois: --

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

*** When the response to #12(e) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(e).

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File No. _____

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

Front Fee \$75.00 plus applicable license fee and
application tax

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FILED

DEC 1 1987

JIM EDGAR
Secretary of State

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6061

Property of Cook County Clerk's Office

87-685111

DEPT-91 RECORDING \$17.00
T#0222 TRAN 658 12/21/87 15:30:00
#0734 # B * 07-648111
COOK COUNTY RECORDER

Dated April 25th 1987
attested by Shirley J. Evans
Shirley J. Evans, Secretary
(Type or Print Name and Title)

by Frederic V. Malek
Frederic V. Malek, President
(Type or Print Name and Title)
RESIDENCE INN BY MARIOTT, INC.

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.