

D 12 000000026

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

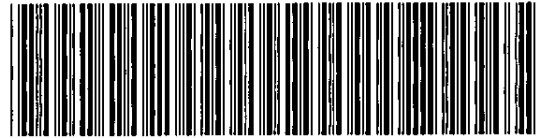
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~612-41828~~

Office Use Only



200238120822

08/09/12--01005--024 **350.00

RECEIVED

12 AUG -9 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12 AUG 10 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/H

August 9, 2012

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8532181 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Chatham Lodging Trust (MD)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Kenny Metayer
Fulfillment Specialist - Contractor
kenny.metayer@wolterskluwer.com

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 70 BUSINESS CODE 13

Close _____ Stock Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here



1000361998830818

Affix Barcode Label Here

ID # D13287487 ACK # 1000361998830818

PAGES: 0008

CHATHAM LODGING TRUST

10/26/2009 AT 03:44 P MO # 0001788681

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: 30

Expedite Fee: 30

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified Copies _____

Copy Fee: 27

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 217

Credit Card _____ Check 1 Cash _____

_____ Documents on _____ Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S):

- _____ 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)

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST.
SUITE 1400
BALTIMORE MD 21202-3219

RECEIVED
10/26/09

Stamp Work Order and Customer Number HERE

STATE OF MARYLAND
BRIEF REASSESSMENT UNIT
CUST ID: 0002345643
WORK ORDER: 0001788681
DATE: 10-26-2009 01:34 PM
AMT. PAID: \$217.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 10, 2012

CT CORPORATION

SUBJECT: CHATHAM LODGING TRUST
Ref. Number: W12000041828

We have received your document for CHATHAM LODGING TRUST and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 212A00020725

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

FILED

Chatham Lodging Trust

12 AUG 10 AM 8:33

AMD Real Estate Investment TRUST

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of Chatham Lodging, a
(Name of Trust)

MD Trust hereby affirms in order to file or qualify
(State)

Chatham Lodging, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 50 Coconut Row
Suite 216 Palm Beach, FL 33480.

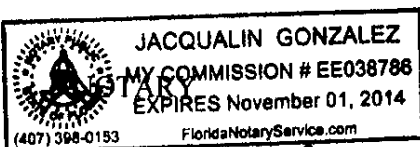
3. The registered agent and street address in the State of Florida is:

CT Corporation Systems
1200 South Pine Island Rd Plantation, FL 33324

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity

Connie Bryan
Connie Bryan Assistant Secretary
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.



Name: Jeffrey Fisher
Chairman of the Board of Trustees

Jacqualin Gonzalez
CR2E063(3/00) Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

W
Ror

CHATHAM LODGING TRUST

DECLARATION OF TRUST

Dated October 26, 2009

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustee (as defined herein).

**ARTICLE I
FORMATION**

The Trust is a real estate investment trust within the meaning of Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 8"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Internal Revenue Code of 1986, as amended from time to time (the "Code")).

**ARTICLE II
NAME**

The name of the Trust is:

Chatham Lodging Trust

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or "Board") determines that the use of the name of the Trust is not practicable, the Trust may use any other designation or name for the Trust.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property, including, without limitation or obligation, engaging in business as a real estate investment trust under the Code, and to otherwise engage in any or all lawful business for which a real estate investment trust may be organized under the Maryland REIT Law.

Section 2. Powers. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

FILED
12 AUG 10 AM 8:33
STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLE IV

RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is The Corporation Trust Incorporated whose post-office address is 300 East Lombard Street, Baltimore, Maryland 21202. The resident agent is a Maryland corporation. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the trustees of the Trust (collectively, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. Number. The number of Trustees initially shall be one, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 15. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his term.

Section 3. Initial Board. The name of the Trustee who shall serve until the first annual meeting of shareholders and until his successor is duly elected and qualifies is:

Jeffrey H. Fisher

Section 4. Term. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and until their successors are duly elected and qualify.

ARTICLE VI

SHARES OF BENEFICIAL INTEREST

The beneficial interest in the Trust shall be divided into shares of beneficial interest ("Shares"). The Trust has authority to issue 1,000 common shares of beneficial interest, \$0.01 par value per share (the "Common Shares"). The Board of Trustees, with the approval of a majority of the entire Board and without any action by the shareholders of the Trust, may amend the Declaration of Trust from time to time to increase or decrease the aggregate number of Shares or the number of Shares of any class or series that the Trust has authority to issue. The Board of Trustees may classify or reclassify any unissued Shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Shares.

The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in the Declaration of Trust or the Bylaws of the Trust.

ARTICLE VII

SHAREHOLDERS

There shall be an annual meeting of the Shareholders on proper notice to the Shareholders, at such time and place as shall be determined by resolution of the Board of Trustees.

SECRETARY OF STATE
CORPORATION DIVISION

12 AUG 10 AM 8:33

FILED

W. H. H.

ARTICLE VIII

LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS AND TRANSACTIONS BETWEEN THEM AND THE TRUST

Section 1. Limitation of Shareholder Liability. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust by reason of his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any Person in connection with the property or affairs of the Trust.

Section 2. Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

Section 4. Indemnification. The Trust shall have the power, to the maximum extent permitted by Maryland law, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, each Shareholder Trustee or officer (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, partner, trustee, employee or agent of another foreign or domestic real estate investment trust, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) from all claims and liabilities to which such person may become subject by reason of his being or having been a Shareholder, Trustee, officer, employee or agent.

ARTICLE IX

AMENDMENT

Section 1. General. The Trust reserves the right from time to time to make any amendment to the Declaration of Trust, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in the Declaration of Trust, of any Shares. All rights and powers conferred by the Declaration of Trust on shareholders, Trustees and officers are granted subject to this reservation. This Declaration of Trust may not be amended except as provided in this Article IX.

Section 2. By Trustees. The Trustees may amend the Declaration of Trust from time to time, in the manner provided by Title 8, without any action by the shareholders, (i) to qualify as a real estate investment trust under the Code or under Title 8, (ii) in any respect in which the charter of a corporation may be amended in accordance with Section 2-605 of the Corporations and Associations Article of the Annotated Code of Maryland and (iii) as otherwise provided in the Declaration of Trust.

Section 3. By Shareholders. Except as provided in Section 2 of this Article IX, any amendment to the Declaration of Trust shall be valid only if advised by the Board of Trustees and approved by the affirmative vote of not less than a majority of all the votes entitled to be cast on the matter.

ARTICLE X

DURATION OF TRUST

The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

ARTICLE XI

MISCELLANEOUS

This Declaration of Trust is executed by the Trustees and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 26th day of October, 2009 by the undersigned Trustee, who acknowledges that this document is his act, that to the best of his knowledge, information, and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.



Trustee

The Corporation Trust Incorporated
300 E. Lombard Street
Baltimore, Maryland 21202

CONSENT TO ACT AS RESIDENT AGENT

I hereby consent to act as resident agent in Maryland for the entity named in the attached instrument.

Dated: 10/26/09

The Corporation Trust Incorporated



By:

Anusha Putty
Vice President
and Assistant Secretary