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Apr 25 1997 8:00am
Secretary of State

NONPROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P09122 (3)

1. Corporation Name
BEST WESTERN INTERNATIONAL, INC.



Principal Place of Business Mailing Address
6201 N. 24TH PARKWAY 6201 N. 24TH PARKWAY
P.O. BOX 10203 P.O. BOX 10203
PHOENIX AZ 85064-7203 PHOENIX AZ 85064-0203

3. Date Incorporated or Qualified 02/17/1986 3a. Date of Last Report 04/03/1996

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

4. FEI Number 86-0138899 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D DELETE
NAME VANDE BERG, STEVE
STREET ADDRESS 1815 N. BROADWAY
CITY-ST-ZIP MENOMIE WI

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE P DELETE
NAME RONALD, EVANS A
STREET ADDRESS 6201 N. 24TH PARKWAY
CITY-ST-ZIP PHOENIX AZ

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE ST DELETE
NAME HUFF, DAVID L
STREET ADDRESS 1425 BROADWAY
CITY-ST-ZIP CLARKSVILLE IN

3.1 TITLE Director Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D DELETE
NAME UNRUH, LOREN
STREET ADDRESS 2920 10TH STREET
CITY-ST-ZIP GREAT BEND KS 67530

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D DELETE
NAME WALTER, FREDERICK J
STREET ADDRESS 4970 PARADISE RD
CITY-ST-ZIP LAS VEGAS NV 89119

5.1 TITLE secy-treasurer Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME Please see attachment.
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13, changed, or on an attachment with an address.

CR2E037 (9/96)

BEST WESTERN INTERNATIONAL, INC.

1997 BOARD OF DIRECTORS AND OFFICERS

DIRECTOR

Loren Unruh
Best Western Angus Inn
2920 10th Street
Great Bend, KS 67530
Date elected to board:
November 1992

VICE-CHAIRMAN

Don L. Seaton
Best Western Sea Stone Rst.
445 Hamden Drive
Clearwater Beach, FL 34630
Date elected to board:
November 1993

SECY - TREASURER

Frederick J. Walter
Best Western McCarran Inn
4970 Paradise Road
Las Vegas, NV 89119
Date elected to board:
October 1991

DIRECTOR

Michael R. Scholz
U.S. Highway 191
PO Box 160279
Big Sky, MT 59716
Date elected to board:
November 1996

DIRECTOR

Mark T. Brown
Best Western at Lake Estes Rst
1650 Big Thompson, Box 1466
Estes Park, CO 80517
Date elected to board:
November 1993

CHAIRMAN

Steve Vande Berg
Best Western Holiday Manor
1815 N. Broadway
Menomonie, WI 54751
Date elected to board:
October 1991

DIRECTOR

David L. Huff
Best Western Green Tree Inn
1425 Broadway
Clarksville, IN 47129
Date elected to board:
November 1993

PRESIDENT & CEO

Ronald A. Evans
Best Western International, Inc.
6201 N. 24th Pkwy.
Phoenix, AZ 85016

VP, STRATEGIC PLANNING & FINANCE

Gary Nielsen
Best Western International, Inc.
6201 N. 24th Pkwy.
Phoenix, AZ 85016