

Document Number Only

B96000000032

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SECRETARY OF CORPORATIONS  
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C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
904-222-1092  
CORPORATION(S) NAME

900001698629  
-01/26/96--01004--006  
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Courtyard II Associates, L.P.

dlb1m

Courtyard II Associates, Limited Partnership

- 96 JAN 12 PM 1:07 RECEIVED  
DIVISION OF CORPORATIONS
- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger              |
| <input type="checkbox"/> NonProfit                      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark of Corporation |
| <input type="checkbox"/> Limited Liability Company      | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other               |
| <input type="checkbox"/> Foreign                        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of N.A.      |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name     |
| <input type="checkbox"/> Reinstatement                  |   | <input checked="" type="checkbox"/> CUS/ G/S |
| <input checked="" type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem     |
|   | <input checked="" type="checkbox"/> Walk In     | <input type="checkbox"/> After 4:30          |
|   | <input type="checkbox"/> Mail Out               | <input checked="" type="checkbox"/> Pick Up  |
|   | <input type="checkbox"/> Will Wait              |  |

Name
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1/22/96  
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TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
ENDING \_\_\_\_\_

B11  
1/12/96

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
96 JAN 12 PM 1:33

1. Courtyard II Associates, L.P.  
(Name of limited partnership as it is in the home state;

2. Courtyard II Associates, Limited Partnership  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. December 22, 1995  
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)

Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Marilyn Lizzio  
(Officer must sign on this line)

Marilyn Lizzio, Asst. Secretary  
(Type Name and Title of Officer)

8. 10400 Fernwood Road, Bethesda, MD 20817  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Courtyard II Associates Managment Corp. 10400 Fernwood Road, Bethesda, MD 20817

Courtyard by Marriott II Ltd. Partnership 10400 Fernwood Road, Bethesda, MD 20817

10. 10400 Fernwood Road, Bethesda, Maryland 20817  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnerhsip will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 10400 Fernwood Road, Bethesda, Maryland 20817  
(Mailing Address of Limited Partnership)

FILED STATE  
SECRETARY OF COMMERCE  
DIVISION OF CORPORATIONS  
96 JAN 12 PM 1:34

This 9th day of January, 1996.

Courtyard II Associates Management Corporation

By: [Signature]

General Partner

STATE OF Maryland

COUNTY OF Montgomery

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of January, 1996, by Courtyard II Associates Mgmt Corp. (Name of General Partner) of Courtyard II Associates L.P. (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]

Notary Public

State of MD at Large

(SEAL)

My Commission Expires:

PATRICIA A. CREIGHTON  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires May 5, 1996

COURTYARD BY MARRIOTT II  
LIMITED PARTNERSHIP

DEPARTMENT OF REGISTRATION  
100 FLORENCE ROAD  
BETHESDA, MARYLAND 20814

FILED STATE  
SECRETARY OF CORPORATIONS  
96 JAN 12 PM 1:34

January 9, 1996

Dear Sir or Madam:

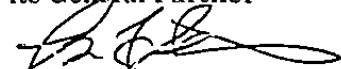
Courtyard by Marriott II Limited Partnership, a Delaware limited partnership which is qualified to do business in your state (the "Partnership"), hereby irrevocably consents to the use of the following names by the following affiliated Delaware entities, so that they may meet the qualification requirements for foreign entities to do business in your state:

1. "Courtyard II Associates Management Corporation" by Courtyard II Associates Management Corporation, which is a wholly owned subsidiary of the Partnership;
2. "Courtyard II Associates, L.P." by Courtyard II Associates, L.P. The Partnership owns a 98% limited partner interest and a 1% general partner interest in Courtyard II Associates, L.P. and Courtyard II Associates Management Corporation owns a 1% general partner interest in Courtyard II Associates, L.P.;
3. "Courtyard II Finance Company" by Courtyard II Finance Company, which is a wholly owned subsidiary of the Partnership;
4. "CBM Funding Corporation" by CBM Funding Corporation, which is a wholly owned subsidiary of Courtyard II Associates, L.P. and an affiliate of the Partnership; and
5. "CBM Associates II LLC" by CBM Associates II LLC. Courtyard II Associates, L.P., an affiliate of the Partnership, has a 99% membership interest in CBM Associates II LLC and Courtyard II Associates Management Corporation, a wholly owned subsidiary of the Partnership, has a 1% membership interest in CBM Associates II LLC.

Sincerely,

COURTYARD BY MARRIOTT II  
LIMITED PARTNERSHIP

By: CBM TWO CORPORATION,  
its General Partner



Bruce Stemerman, President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Bruce F. Stemerman, President of Courtyard II Associates Management Corporation, a general partner of Courtyard II Associates, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

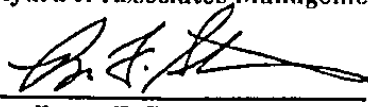
1. The amount of capital contributions of the limited partners is approximately \$ 511,028,840.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is approximately \$ 31,683,788.

This 18<sup>th</sup> day of January, 1996.

### **FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner  
Courtyard II Associates Management Corporation

By:   
Name: Bruce F. Stemerman  
Title: President

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STATE OF MARYLAND  
COUNTY OF MONTGOMERY  
DATE 1-18-96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Bruce F. Stemerman, President, Courtyard II Associates Management Corporation, (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18<sup>th</sup> day of January, 1996.

  
Notary Public

State of MARYLAND at Large  
My Commission Expires:

6-16-98  
GIOVANNA E. VENTRESCA  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires June 16, 1998

Seal

800-342-8086

REV. ABRAHAM LINCOLN

001124 0171

**V**

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**networks**

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ACCOUNT NO.

DIVISION OF REVENUE

REFERENCE : 072081 4380006

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 30, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 072081

CUSTOMER NO: 4387006

000001938650

CUSTOMER: Mr. C. G. Townsend-72.862  
Host Marriott Corporation  
10400 Fernwood Road  
Bethesda, MD 20817

CHANGE OF AGENT

NAME: COURTYARD II ASSOCIATES, L.P.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

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96 SEP -4 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. COURTYARD II ASSOCIATES, L.P.  
Name of the limited partnership

2. 1/12/96 3. B96000000032  
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

C T CORPORATION SYSTEM

1220 SO. PINE ISLAND DRIVE

PLANTATION, FL 33324

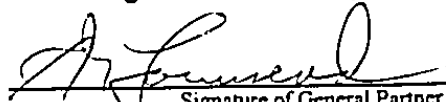
5. The name and street address of the successor registered agent and office: (P.O. Box acceptable)

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

Such change was authorized by the general partners.

  
Signature of General Partner

C.G. TOWNSEND, V.P.

August 26, 1996  
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Vicki Schreiber  
Registered Agent signature

Vicki Schreiber, Asst Vice President

9-3-96  
Date

Filing Fee: \$35.00

Division of Corporations

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TALLAHASSEE, FLORIDA