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(Address)

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JUL 10 2019
M. SOLOMON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 825486 8151822

AUTHORIZATION :

COST LIMIT : \$ 1000.00

ORDER DATE : June 27, 2019

ORDER TIME : 9:45 AM

ORDER NO. : 825486-005

CUSTOMER NO: 8151822

FOREIGN FILINGS

NAME: SOTHERLY HOTELS LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. Sotherly Hotels LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. August 19, 2004

Date of Formation

4. **Federal Employer Identification Number.** 20-1965427

5. **Name of Registered Agent for Service of Process and Florida Street Address:**

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

6. *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 obligations of my position as registered agent.*

Corporation Service Company

By: 

Signature of Registered Agent

Lydia Cohen

Asst. Vice President

7. **Principal Office:**

410 West Francis Street

Williamsburg, VA 23185

8. **Mailing Address:**

410 West Francis Street

Williamsburg, VA 23185

9. **If limited partnership is a limited liability limited partnership, check box.** ☐

10. **Name, principal office address, and mailing address of each general partner:**

Name of General Partner: Sotherly Hotels Inc.

Name of General Partner: _____

Street Address: 410 West Francis Street

Street Address: _____

Williamsburg, VA 23185

Mailing Address: 410 West Francis Street

Mailing Address: _____

Williamsburg, VA 23185

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

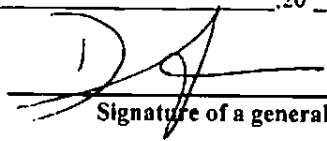
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Name of General Partner: _____ Name of General Partner: _____
Street Address: _____ Street Address: _____
Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 22 day of April, 2019


Signature of a general partner David R. Folsom
President + COO of the General Partner

The individual signing this document affirms that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

| | |
|-----------------------------------|---|
| Filing Fees: | \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee) |
| Certified Copy (optional): | \$52.50 |
| Certificate of Status (optional): | \$8.75 |

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TALLAHASSEE, FLORIDA

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOTHERLY HOTELS LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOTHERLY HOTELS LP" WAS FORMED ON THE NINETEENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3844761 8300

SR# 20195717931

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203122181

Date: 06-28-19