B95000000114

Yes

HUNTON & WILLIAMS
RIVERFRONT PLAZA, EAST TOWER
951 EAST BYRD STREET
RICHMOND, VIRGINIA 23219-4074
TELEPHONE (804) 788-8200
FACSIMILE (804) 788-8218

ATLANTA, GEORGIA
BRUSSELS, BELGIUM
FAIRFAX, VIRGINIA
KNOXVILLE, TENNESSEE
NEW YORK, NEW YORK
NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
WARSAW, POLAND
WASHINGTON, D. C.

FILE NO.: 48714.2
DIRECT DIAL: (804) 788-8486

March 21, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Qualification and
Registration Section

000001438270
-03/23/95--01089--001
****175.00 *****96.25

Application by for Foreign Corporation for Authorization and
Application by Foreign Limited Partnership for Authorization

Dear Madam or Sir:

Enclosed for filing is an Application By Foreign Corporation For Authorization To Transact Business in Florida for Innkeepers Financial Corporation (the "Corporation"), and an Application By Foreign Limited Partnership for Authorization to Transact Business in Florida for Innkeepers Financing Partnership, L.P. (the "Partnership").

A Certificate of Good Standing for the Corporation, and a check in the amount of $175.00 are attached to cover the applicable filing and certificate fees. Upon issuance of the authorization, please issue a Certificate of Good Standing for the Corporation and a Certificate of Status for the Partnership, and place the certificates in the enclosed self-addressed Federal Express package for immediate delivery.

If additional information is needed, or if for any reason the filing is incomplete, please call me at (804) 788-8486.

Rebecca Hartz GAVE AUTHORIZATION BY PHONE TO CORRECT Qu. ptnr.
DATE 3/23/95
DOC. EXAM lwt

Sincerely,

Rebecca W. Hartz

Rebecca W. Hartz
Paralegal

Name Availability	lwt 3/24/95
Document Examiner	lwt
Updater	lwt
Update Verifyer	Enclosures
Acknowledgement	lwt
W. P. Verifyer	lwt

cc: Mark A. Murphy, Esq.

lwt 3/24

FILING 52.50
C. COPY 8.75
R. AGENT 35.00
TOTAL 96.25
BALANCE DUE $
REFUND $

Florida Department of State, Jim Smith, Secretary of State

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

1. Innkeepers Financing Partnership, L.P.
(Name of limited partnership as it is in the home state;

2 Innkeepers Financing Partnership, 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. Virginia (State of Formation) 4. February 21, 1995 (Date of Formation)

5. Jeffrey H. Fisher
(Name of Registered Agent for Service of Process)

6 5255 N. Federal Highway, #100, Boca Raton, Florida 33487
(Street Address of Registered Office)

Boca Raton (City), Florida 33487 (Zip Code)

FILED
95 MAR 21 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(Agent must sign on this line)

8. 951 E. Byrd Street, Richmond, Virginia 23219
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
Jeffrey Fisher, Trustee	5255 N. Federal Highway #100 Boca Raton, Florida 33487

10. 5255 N. Federal Highway, #100, Boca Raton, Florida 33487
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership 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. 5255 N. Federal Highway, #100, Boca Raton, Florida 33487
(Mailing Address of Limited Partnership)

This _____ day of _____, 19____.

_____
General Partner

Jeffrey H. Fisher, Trustee

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 20TH day of MARCH, 1995, by Jeffrey H. Fisher, Trus, (Name of General Partner) of Innkeepers USA Trust

Innkeepers Financing Partnership, Limited Partnership (Name of Limited Partnership), A Virginia (State or Country) Limited Partnership, on behalf of the Limited Partnership.

_____
Notary Public

State of FLORIDA at Large

(SEAL) My Commission Expires:

_____

PAMELA SCHALLER
MY COMMISSION # CC265134 EXPIRES
March 12, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

AFFIDAVIT BY INNKEEPERS FINANCING PARTNERSHIP, L.P.

The undersigned, being the trustee of Innkeepers USA Trust, the general partner of Innkeepers Financing Partnership, L.P. declares that the amount of the capital contributions of the limited partners and the anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business Florida is zero (0).

INNKEEPERS USA TRUST

By: _____
Jeffrey H. Fisher, Trustee

FILED
95 MAR 24 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

County of Fairfax
Commonwealth of Virginia

Sworn to before me and subscribed in my presence this 23rd day of March, 1995.

Janet E. Harris
Notary Public

SEAL

Commission Expires 1/31/98

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT

1996

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

FILED
96 APR -9 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

INNKEEPERS FINANCING PARTNERSHIP, LIMITED PARTNERSHIP

1a. DOCUMENT # **B95000000114**

96-AR
LM

Mailing Address
5255 N. FEDERAL HWY., #100
BOCA RATON FL 33487

Principal Office Address
951 E. BYRD ST
RICHMOND VA 23219

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

2. New Mailing Address, If Applicable
306 Royal Poinciana Way

Suite, Apt. #, etc.

City, State & Zip: Palm Beach, Fl 33480

2a. New Principal Office Address, If Applicable
306 Royal Poinciana Way

Suite, Apt. #, etc.

City, State & Zip: Palm Beach, Fl 33480

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Conversion	4. State or Country of Formation
03/29/1995		VA

5a. Capital Contributions as Shown on Records	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	Applied For	Not Applicable	7. CERTIFICATE OF STATUS REQUIRED
$0.00		65-0585036			$8.75 Additional Fee required for a Certificate of Status ☐

8. FEES: 1) Filing Fee. Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
FISHER, JEFFREY H 5255 N. FEDERAL HWY., #100 BOCA RATON FL 33487	Name Street Address (P.O. Box Number Is Not Acceptable): 306 Royal Poinciana Way Suite, Apt. #, etc. City: Palm Beach FL Zip Code: 33480

10a. Pursuant to the provisions of sections 620.1005 and 620.192, Florida Statutes, the above named limited partnership, organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do Not Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
FISHER, JEFFREY TRUSTEE	~~5255 N. FEDERAL HWY.,~~ 306 Royal Poinciana Way	~~BOCA RATON FL 33487~~ Palm Beach Fl 33480	

900001776809
-04/11/96--01062--001
****191.25 ****191.25

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is true and accurate and does not qualify for the grounds for dissolution or revocation (Section 620.1805, Florida Statutes). I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; I further certify that I am a General Partner of the limited partnership, successor or Person empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE X _____ DATE X 4/4/96

Typed or Printed Name of General Partner Signing Form: X DAVID BYLAND Telephone Number: X 407 835-1800

CR2E003 (11/95)

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