

D03000000017

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

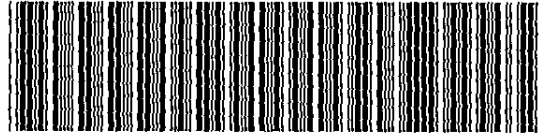
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500020868615

RECEIVED
JUN 25 09:11:44
STATE'S
OFFICE OF
FLORIDA

FILED
03 JUN 26 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TSC/26/02



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 146158 4305026

AUTHORIZATION

Patricia Pignato

COST LIMIT : \$ 367.50

ORDER DATE : June 25, 2003

ORDER TIME : 11:12 AM

ORDER NO. : 146158-070

CUSTOMER NO: 4305026

CUSTOMER: Ms. Kathleen Hadney
Sullivan & Worcester Llp
23rd Floor
One Post Office Square
Boston, MA 02109

FOREIGN FILINGS

NAME: HPT IHG PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

*****NEED DATE STAMPED COPY UPON DELIVERY TO THE STATE*****

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: HPT IHG Properties Trust

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust **\$350.00**

OPTIONAL:

Certified Copy **\$ 8.75**

FROM: Kathleen M. Hadney, Paralegal

Name (Printed or typed)

Sullivan & Worcester LLP

Address

One Post Office Square, Boston, MA 02109

City, State & Zip

617-338-2990

Daytime Telephone number

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

HPT IHG PROPERTIES TRUST

A Maryland Real Estate Investment TRUST

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~~ HPT IHG Properties Trust, a

Maryland Real Estate Investment (Name of Trust)

Trust hereby affirms in order to file or qualify

(State)

HPT IHG Properties Trust, in the State of Florida.

(Name of Trust)

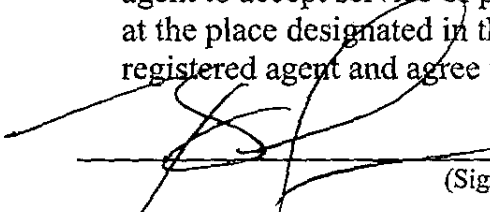
03 JUN 26 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. Two or more persons are named in the Trust.
2. The principal address is 400 Centre Street, Newton, MA 02458

3. The registered agent and street address in the State of Florida is:
Corporation Service Company
 1201 Hays Street
 Tallahassee, FL 32301

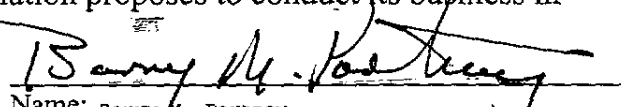
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.



Brian Courtney
Asst. V. Pres.

(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: Barry M. Portnoy
 Chairman of the Board of Trustees Trustee

NOTARY

Subscribed and sworn to before me
 this 25th day of June, 2003

Doreen A. Vozzella
 CR2E063(3700)

Print Name:
 Notary Public
 My Commission Expires: 7/1/03

Filing Fee: \$350.00
 Certified Copy: \$ 8.75 (optional)

HPT IHG PROPERTIES TRUST

DECLARATION OF TRUST

Dated June 24, 2003

03 JUN 26 PM 2: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustees (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:

HPT IHG Properties 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.

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 this Declaration of Trust.

(B015877:1)

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 7 page document on file in this office. DATED: 6/25/03

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Sherry L. [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

ARTICLE IV

RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is c/o CSC-Lawyers Incorporating Service Company, whose address is 11 East Chase Street, Baltimore, Maryland 21202. The resident agent is a citizen of and resides in the State of Maryland. 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 two, 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 names and addresses of the Trustees who shall serve until the earlier of the first annual meeting or until their successors are duly elected and qualify are:

<u>Name</u>	<u>Address</u>
Gerard M. Martin	c/o REIT Management & Research LLC 400 Centre Street Newton, Massachusetts 02458
Barry M. Portnoy	c/o REIT Management & Research LLC 400 Centre Street Newton, Massachusetts 02458

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

Section 5. Removal. A Trustee may be removed, at any time, with or without cause, by the affirmative vote of the holders of a majority of the Shares (as defined below) then outstanding and entitled to vote generally in the election of Trustees.

ARTICLE VI

SHARES OF BENEFICIAL INTEREST

The beneficial interest in the Trust shall be divided into transferable shares of beneficial interest ("Shares") evidenced by certificates. The total number of Shares that the Trust has authority to issue is 1,000, consisting of 1,000 common shares, \$.01 par value per share. 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, obligations 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 this Declaration of Trust or the Bylaws of the Trust.

ARTICLE VII
SHAREHOLDERS

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

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 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 the repeal of this Section, nor the adoption, amendment or repeal of any other provision of this Declaration of Trust that may be 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 that 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 (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), officer, employee or agent 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.

Section 5. Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions provided in this Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind (including, without limitation, for the purchase or sale of property or for any type of services, including those in connection with the underwriting or the offer or sale of securities of the Trust) with any person, including any Trustee, officer, employee or agent of the Trust or any person affiliated with a Trustee, officer, employee or agent of the Trust, regardless of whether any of them has a financial interest in the contract or transaction.

ARTICLE IX

AMENDMENT

Section 1. General. This Declaration of Trust may not be amended except as provided in this Article IX.

Section 2. By Trustees. The Trustees, by a two-thirds vote, may amend any provision of this Declaration of Trust from time to time to enable the Trust to qualify as a real estate investment trust under the Code or under Title 8.

Section 3. By Shareholders. Except as provided in Section 2 of this Article IX, this Declaration of Trust may be amended only by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon.

ARTICLE X

DURATION OF TRUST

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

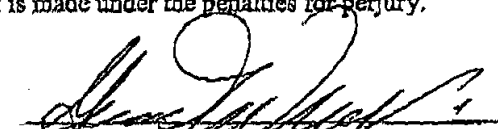
ARTICLE XI


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 in accordance with the laws of the State of Maryland without regard to conflicts of law provisions thereof.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 24th day of June, 2003, by the undersigned Trustees, who acknowledge that this document is their act, that to the best of their 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.


Gerard M. Martin, Trustee


Barry M. Portnoy, Trustee

FILED
03 JUN 26 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT CODE 70 BUSINESS CODE 20

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361988541672

ID # D07444250 ACK # 1000361988541672
LIBER: 800531 FOLIO: 1438 PAGES: 0007
HPT IHG PROPERTIES TRUST

06/25/2003 AT 11:19 A NO # 0000757492

New Name _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: 20
Expedite Fee: 290
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
12 Certified Copies 84p
Copy Fee: 101
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: 10
TOTAL FEES: 441

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)

edit Card _____ Check Cash _____

1 Documents on 2 Checks

Approved By: 10

Prepared By: _____

COMMENT(S):

Code 604

Attention: _____

Mail to Address: _____

Stamp Work Order and Customer Number HERE
CUST ID: 0001154626
WORK ORDER: 000757492
DATE: 06-25-2003 02:12 PM
AMT. PAID: \$441.00