

D0500000027

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PICK-UP WAIT MAIL

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RECEIVED
05 DEC 19 AM 10:45
REGISTRATION
1200 BAYVIEW BLVD
TORONTO ONTARIO

FILED
05 DEC 19 PM 3:11
REGISTRATION
1200 BAYVIEW BLVD
TORONTO ONTARIO



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 763900 4305026
AUTHORIZATION : *[Handwritten signature]*
COST LIMIT : \$ 358.75

ORDER DATE : December 16, 2005
ORDER TIME : 9:40 AM
ORDER NO. : 763900-010
CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: HPT IHG-3 PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER: _____

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

HPT IHG-3 Properties Trust

A 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-3 Properties Trust, a
(Name of Trust)

Maryland Trust hereby affirms in order to file or qualify
(State)

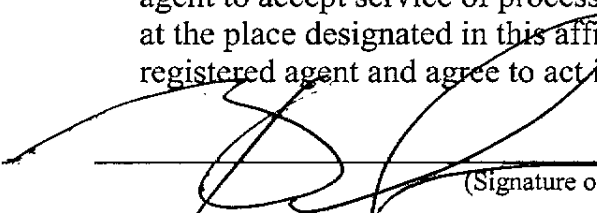
HPT IHG-3 Properties Trust, in the State of Florida.
(Name of Trust)

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

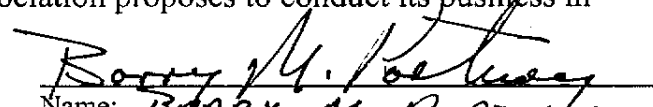
3. The registered agent and street address in the State of Florida are:
Corporation Service Company

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**
 Trustee

NOTARY

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 19 PM 3:11

FILED

HPT IHG-3 PROPERTIES TRUST

DECLARATION OF TRUST

Dated December 12, 2005

FILED
05 DEC 19 PM 3:11
CLERK OF STATE
TOLSON BLDG
TALLAHASSEE, FLORIDA

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-3 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.

CUST ID:0001710522
WORK ORDER:0001153560
DATE:12-15-2005 10:23 AM
AMT. PAID:\$287.00

{B0468639; 1}

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the 8
page document on file in this office. DATED: 12-15-05
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Denise H. Spigner, 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 CSC-Lawyers Incorporating Service Company, whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. 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	400 Centre Street Newton, Massachusetts 02458
Barry M. Portnoy	400 Centre Street Newton, Massachusetts 02458

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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

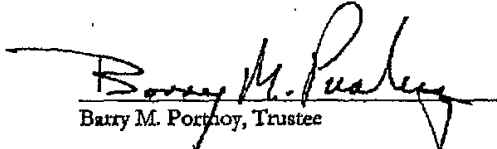
MISCELLANEOUS

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.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Declaration of Trust has been executed as of the date set forth above 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

CUST ID:0001710522
WORK ORDER:0001153560
DATE:12-15-2005 10:23 AM
AMT. PAID:\$287.00

{B0468639; 1}

[Signature Page to Declaration of Trust]

I hereby consent to my designation in this document as resident agent for this entity.

CSC - Lawyers Incorporating Service Company

Signed by:

Suzanne Parikh Asst VP

CUST ID:0001710522
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AMT. PAID:\$287.00

DOCUMENT CODE 70 BUSINESS CODE 20



1000361992269773

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

ID # D11011194 ACK # 1000361992269773
LIBER: B00892 FOLIO: 0218 PAGES: 0008
HPT IHG-3 PROPERTIES TRUST

12/13/2005 AT 12:53 P WO # 0001153560

New Name _____

FEES REMITTED

Basic Fee:	<u>100</u>	Change of Name
Org. & Cap. Fee:	<u>20</u>	Change of Principal Office
Expedite Fee:	<u>110</u>	Change of Resident Agent
Penalty:		Change of Resident Agent Address
State Recordation Tax:		Resignation of Resident Agent
State Transfer Tax:		Designation of Resident Agent and Resident Agent's Address
<input checked="" type="checkbox"/> Certified Copies	<u>160</u>	Change of Business Code
<input type="checkbox"/> Certificates		Adoption of Assumed Name
Certificate of Status Fee:	<u>20</u>	Other Change(s)
Personal Property Filings:		
Mail Processing Fee:		
Other:		
TOTAL FEES:	<u>287</u>	

Credit Card _____ Check Cash _____

Code 604

1 Documents on 2 Checks

Attention: _____

Approved By: 10

Mail: Name and Address

Copied By: _____

DAVID O. SMITH
LWR LVL 1
343 N CHARLES ST
BALTIMORE

COMMENT(S):

MD 21201-4326

Stamp Work Order and Customer Number HERE

CUST ID: 0001710522
 WORK ORDER: 0001153560
 DATE: 12-15-2005 10:23 AM
 AMT. PAID: \$287.00