

D12000000003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

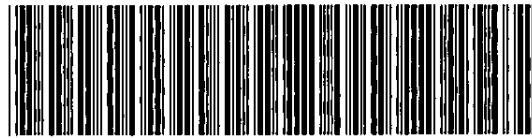
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

186000002981



000215477320

RECEIVED

12 JAN 17 AM 10:56

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

12 JAN 17 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/20/12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 059818 4305026

AUTHORIZATION

*Spurdeman*

COST LIMIT : \$ 350.00

ORDER DATE : January 13, 2012

ORDER TIME : 8:59 AM

ORDER NO. : 059818-130

CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: HPT IHG-2 PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: \_\_\_\_\_

FILED  
 12 JAN 17 AM 8:58  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 18, 2012

CSC NETWORKS  
ATTN; STEPHANIE MILNES

SUBJECT: HPT IHG-2 PROPERTIES TRUST  
Ref. Number: W1200002981

**RESUBMIT**  
Please give original  
submission date as file date  
12 JAN 19 AM 10:46  
RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
FLORIDA

We have received your document for HPT IHG-2 PROPERTIES TRUST and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

We need the actual trust.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 212A00001122

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED

12 JAN 17 AM 8:58

HPT IHG-2 Properties Trust

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-2 Properties Trust a member, a

(Name of Trust)

Maryland real estate investment Trust hereby affirms in order to file or qualify

(State)

HPT IHG-2 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 Two Newton Place, 255 Washington St., Suite 300  
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.

Stephanie Milnes Asst. V.P.

(Signature of Registered Agent)

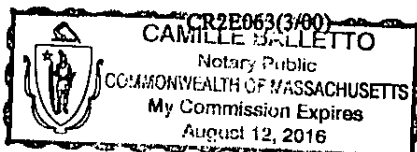
5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.

NOTARY

Adam D. Portnoy  
Name: Adam D. Portnoy

~~Chairman~~ of the Board of Trustees  
Member

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

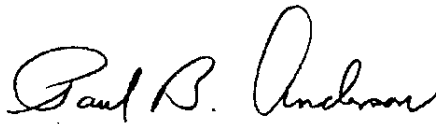


**STATE OF MARYLAND**  
*Department of Assessments and Taxation*

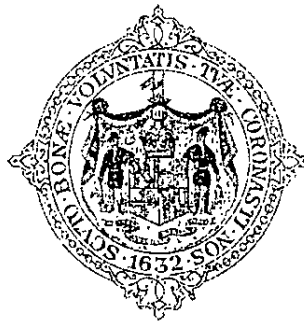
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF REAL ESTATE INVESTMENT TRUSTS, OR THE RIGHTS OF REAL ESTATE INVESTMENT TRUSTS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HPT IHG-2 PROPERTIES TRUST IS A REAL ESTATE INVESTMENT TRUST DULY FORMED ON DECEMBER 13, 2004, AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND AND THE REAL ESTATE INVESTMENT TRUST HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE REAL ESTATE INVESTMENT TRUST IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS DECLARATION OF TRUST AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 13, 2012.



Paul B. Anderson  
Charter Division



FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

301 West Preston Street, Baltimore, Maryland 21201  
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

**HPT IHG-2 PROPERTIES TRUST**

**DECLARATION OF TRUST**

**Dated December 13, 2004**

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-2 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.

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(80354232; 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: 1/17/12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

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

8

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. Power. 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.

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

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.

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**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.

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**

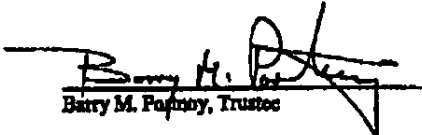
This Declaration of Trust is executed by the Trustees and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed in accordance with the laws of the State of Maryland without regard to conflicts of law provisions thereof.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. Pagnoy, Trustee

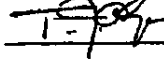
(00054237; 1)

*[Signature Page to Declaration of Trust]*

FILED  
12 JAN 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

CSC - Lawyers Incorporating Service Company

Signed by:  A. Jr. V.P.

FILED

12 JAN 17 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FILED

12 JAN 17 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVEYANCE

PART I

1. Location of land being conveyed: Anne Arundel County, Maryland.

(Include name of county or Baltimore City)

2. Transferor: HPT CW Properties Trust

3. Transferee: HPT IHG-2 Properties Trust

4. Certificate of Conveyance accompanying: (Please check appropriate box)

Articles of Merger  Articles of Transfer

Document evidencing merger or consolidation

Articles of consolidation of foreign corporations or foreign limited partnerships.

5. Interest in land affected: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)

1247 Winerson Road, Baltimore, Maryland, as more fully described in

Exhibit A hereto.

6. Mailing address for receipt of tax bill:

Name & address C/O Hospitality Properties Trust, Two Newton Place, 255 Washington Street,  
Suite 300, Newton, MA 02458

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES \_\_\_ NO )

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code? (YES \_\_\_ NO )

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

For use where property is being conveyed by merger or consolidation. (Please check applicable box)

1. Is this a merger of a Partnership into an Limited Liability Company where the Identity of the members and allocation of profit and loss are identical for both entities? (YES \_\_\_ NO )

NOTE: IF THIS ANSWER IS YES, THE TRANSACTION IS NOT SUBJECT TO TAX, SKIP THE REST OF PART IV AND ALL OF PART V AND COMPLETE PART VI. IF THE ANSWER IS NO, CONTINUE WITH THE FOLLOWING QUESTIONS.

2. Is this a merger where a partnership or limited liability company is a party to the merger? (YES \_\_\_ NO )

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 3, 4, AND 5.

3. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES  NO \_\_\_)

FILED

12 JAN 17 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. Is this a merger of a parent corporation into its subsidiary corporation? (YES \_\_\_ NO X)
5. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:
- A) previously owned this real property? (YES \_\_\_ NO X)
  - B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)
  - C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO X)

NOTE: IF ALL ANSWERS TO QUESTIONS 3 THROUGH 5 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

#### PART V

For use where real property is being conveyed by articles of transfer.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

- 2A) a person who was an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)
- 2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? yes no
- 2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or, between two or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation(s) or became a stockholder of the subsidiary corporation(s) for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (YES \_\_\_ NO \_\_\_)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

- 4A) previously owned the real property? (YES \_\_\_ NO \_\_\_)
- 4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)
- 4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO \_\_\_)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS

DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

PART VI  
COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A) Consideration for Real Property conveyed: \$ \_\_\_\_\_

B) Value of Real Property Determined by the Department at the date of finality immediately before the date of the transaction: \$ \_\_\_\_\_

C) All public taxes due by the transferor in the county where the real property is located:  
have been paid  have not been paid \_\_\_\_\_ (Please check one)

All personal property taxes due by the transferor in the county where the real property is located:  
have been paid  have not been paid \_\_\_\_\_ (Please check one)

D) I hereby acknowledge and affirm under the penalties of perjury that to the best of my knowledge, information and belief, the foregoing representations are true.

HPT CW Properties Trust

(NAME OF CORPORATION)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

*John G. Murray*  
(SIGNATURE AND TITLE)

John G. Murray  
President, Chief Operating Officer  
and Assistant Secretary

=====

**FOR OFFICE USE ONLY**

MARYLAND RECORDATION TAX PAID: \_\_\_\_\_

MARYLAND TRANSFER TAX PAID: \_\_\_\_\_

LOCAL TRANSFER TAX PAID: \_\_\_\_\_

TOTAL: \_\_\_\_\_

Approved for record by *[Signature]* \_\_\_\_\_

State Department of Assessments & Taxation

*effective*  
*12-31-11*  
*at 11:59pm*

Revised 3/2011

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:58

FILED

Exhibit A

All of that property situate and being in Anne Arundel County, Maryland, together with easements appurtenant thereto, and more particularly described as follows:

Parcel 1

Lot no. 1 (containing 4.9060 acres of land, more or less) as shown on the plat entitled "Resubdivision of Airport Square 2 and Airport Square 12 (Benny/Ballfield)", which Plat is recorded among the Land Records of Anne Arundel County, Maryland in Plat Book 124 folio 15. The improvements thereon being known as No. 1247 Winterson Road.

tax id number 5-000-90069600

Parcel 2

Together with a non-exclusive easement to connect to the existing Storm Water Management Facilities located on Lot 2 for the sole purpose of draining storm water off of a portion of the aforesaid Lot 1 and a non-exclusive sanitary sewer easement burdening Lot 2 established by Reciprocal Easement and Operating Agreement by and between Winter son Properties Company and Candied Baltimore, MD - Airport, LLC dated March 27, 1988 and recorded in Liber 8363 at folio 431 among the land records of Anne Arundel County, Maryland.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:58

FILED



FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVEYANCE

PART I

1. Location of land being conveyed: Howard County, Maryland

(Include name of county or Baltimore City)

2. Transferor: HPT IHG Properties Trust

3. Transferee: HPT IHG-2 Properties Trust

4. Certificate of Conveyance accompanying: (Please check appropriate box)

Articles of Merger  Articles of Transfer

Document evidencing merger or consolidation

Articles of consolidation of foreign corporations or foreign limited partnerships.

5. Interest in land affected: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)

8844 Columbia 100 Pkwy, Columbia, Maryland, as more fully described on

Exhibit A hereto.

6. Mailing address for receipt of tax bill:

Name & address C/O Hospitality Properties Trust, Two Newton Place, 255 Washington Street,  
Suite 300, Newton, MA 02458

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES \_\_\_ NO X)

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code? (YES \_\_\_ NO X)

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

For use where property is being conveyed by merger or consolidation. (Please check applicable box)

1. Is this a merger of a Partnership into an Limited Liability Company where the identity of the members and allocation of profit and loss are identical for both entities? (YES \_\_\_ NO X)

NOTE: IF THIS ANSWER IS YES, THE TRANSACTION IS NOT SUBJECT TO TAX, SKIP THE REST OF PART IV AND ALL OF PART V AND COMPLETE PART VI. IF THE ANSWER IS NO, CONTINUE WITH THE FOLLOWING QUESTIONS.

2. Is this a merger where a partnership or limited liability company is a party to the merger? (YES \_\_\_ NO X)

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 3, 4, AND 5.

3. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES X NO \_\_\_)

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. Is this a merger of a parent corporation into its subsidiary corporation? (YES \_\_\_ NO X)

5. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned this real property? (YES \_\_\_ NO X)

B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO X)

C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO X)

NOTE: IF ALL ANSWERS TO QUESTIONS 3 THROUGH 5 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

#### PART V

For use where real property is being conveyed by articles of transfer.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

2B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation? yes no

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between two or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation(s) or became a stockholder of the subsidiary corporation(s) for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (YES \_\_\_ NO \_\_\_)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (YES \_\_\_ NO \_\_\_)

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO \_\_\_)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS

DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

**PART VI**

COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A) Consideration for Real Property conveyed: \$ \_\_\_\_\_

B) Value of Real Property Determined by the Department at the date of finality immediately before the date of the transaction: \$ \_\_\_\_\_

C) All public taxes due by the transferor in the county where the real property is located:  
have been paid  have not been paid \_\_\_\_\_ (Please check one)

All personal property taxes due by the transferor in the county where the real property is located:  
have been paid  have not been paid \_\_\_\_\_ (Please check one)

D) I hereby acknowledge and affirm under the penalties of perjury that to the best of my knowledge, information and belief, the foregoing representations are true.

HPT IHG Properties Trust

(NAME OF CORPORATION)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

*John G. Murray*

(SIGNATURE AND TITLE)

John G. Murray  
President, Chief Operating Officer  
and Assistant Secretary

**FOR OFFICE USE ONLY**

MARYLAND RECORDATION TAX PAID: \_\_\_\_\_

MARYLAND TRANSFER TAX PAID: \_\_\_\_\_

LOCAL TRANSFER TAX PAID: \_\_\_\_\_

TOTAL: \_\_\_\_\_

Approved for record by *[Signature]*

State Department of Assessments & Taxation

Revised 3/2011

*Efficient*

*12-31-11*

*AK*

*11:59 AM*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:59

FILED

Exhibit A

[Columbia/Baltimore, MD]

LEGAL DESCRIPTION

BEING KNOWN AND DESIGNATED as Parcel I-1 on the Plat entitled, "Columbia 100 Office Research Park, Section 1, Area 2, Parcels I-1, J-2 & K-4, a resubdivision of Parcels I, J-1 and K-3 of a subdivision entitled, 'Columbia 100, Office Research Park, Section 1, Area 2', and recorded in the Land Records of Howard County, Maryland as Plat Nos. 7525, 12705 and 12386 respectively", which Plat is recorded among the Land Records of Howard County as Plat M.D.R. No. 13431.

TOGETHER WITH easements for access as depicted on Plat 7525 and as set forth in DECLARATION OF EASEMENT AND MAINTENANCE OBLIGATION FOR USE-IN-COMMON ACCESS AREA dated November 20, 1995 by MJF Associates Limited Partnership and National Association of Credit Management Realty Corporation as recorded among the Land Records of Howard County, Maryland in Liber 3608, folio 461.

FILED  
12 JAN 17 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HPT IHG PROPERTIES TRUST  
HPT IHG-3 PROPERTIES TRUST  
HPT CW PROPERTIES TRUST  
HPTSHC PROPERTIES TRUST  
HPT CW OVERLAND PARK LLC

AND

HPT IHG-2 PROPERTIES TRUST  
ARTICLES OF MERGER

*Effectuated  
12-31-11  
at 11:59 AM*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:59

FILED

THIS IS TO CERTIFY THAT:

FIRST: The entities listed below (collectively referred to herein as the "Merging Entities") and HPT IHG-2 Properties Trust, a Maryland real estate investment trust (the "Surviving Entity"), agree that the Merging Entities shall be merged with and into the Surviving Entity in the manner set forth herein (the "Mergers").

Merging Entities:

HPT IHG Properties Trust, a Maryland real estate investment trust.  
HPT IHG-3 Properties Trust, a Maryland real estate investment trust.  
HPT CW Properties Trust, a Maryland real estate investment trust.  
HPTSHC Properties Trust, a Maryland real estate investment trust.  
HPT CW Overland Park LLC, a Maryland limited liability company.

SECOND: The Surviving Entity was formed under the laws of the State of Maryland. Each of the Merging Entities was formed under the laws of the State of Maryland.

THIRD: The principal office of the Surviving Entity is located in Baltimore City, State of Maryland. The principal office of each of the Merging Entities is located in Baltimore City, State of Maryland.

FOURTH: HPT IHG Properties Trust owns an interest in land in Howard County, Maryland. A Certificate of Conveyance from HPT IHG Properties Trust to the Surviving Entity of such interest in land is attached hereto as Exhibit A. HPT CW Properties Trust owns an interest in land in Anne Arundel County, Maryland. A Certificate of Conveyance from HPT CW Properties Trust to the Surviving Entity of such interest in land is attached hereto as Exhibit B. The Merging Entities own no other interest in land in the State of Maryland.

FIFTH: (a) The total number of shares of beneficial interest of all classes which the Surviving Entity has authority to issue is 1,000, consisting of 1,000 common shares, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$10.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 15 page document on file in this office. DATED: 11/17/12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION (B1367148; 3)

BY: [Signature], Custodian

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

*15*

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b) Authorized shares of the Merging Entities:

(i) The total number of shares of beneficial interest of all classes which HPT IHG Properties Trust has authority to issue is 1,000, consisting of 1,000 common shares of beneficial interest, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$10.

(ii) The total number of shares of beneficial interest of all classes which HPT IHG-3 Properties Trust has authority to issue is 1,000 consisting of 1,000 common shares, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$10.

(iii) The total number of shares of beneficial interest of all classes which HPT CW Properties Trust has authority to issue is 10,000,000 consisting of 5,000,000 common shares of beneficial interest, 4,000,000 preferred shares of beneficial interest and 1,000,000 excess shares of beneficial interest, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$100,000.

(iv) The total number of shares of beneficial interest of all classes which HPTSHC Properties Trust has authority to issue is 10,000 consisting of 10,000 common shares of beneficial interest, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$100.

(v) The membership interests in HPT CW Overland Park LLC are all of a single class, totaling 100%.

SIXTH: No amendment to the Declaration of Trust of the Surviving Entity is to be effected as part of the Mergers.

SEVENTH: (a) The terms and conditions of the transaction described in these Articles of Merger with respect to the Mergers were duly advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Maryland and by the Declaration of Trust, as amended, of the Surviving Entity by means of a unanimous written consent of its Board of Trustees.

(b) The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by each of HPT IHG Properties Trust, HPT IHG-3 Properties Trust, HPT CW Properties Trust and HPTSHC Properties Trust in the manner and by the vote required by the laws of the State of Maryland and the Declaration of Trust of each of the foregoing Merging Entities by means of (i) a unanimous written consent of the Board of Trustees of each of the foregoing Merging Entities declaring that the Mergers are advisable on substantially the terms and conditions set forth in the Agreement (as defined herein) and directing that the transaction be submitted for consideration by the sole shareholder of each of the Merging Entities and (ii) a written consent of the sole shareholder of each of the foregoing Merging Entities approving the transaction on substantially the terms and conditions set forth in the Agreement.

(c) The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by HPT CW Overland Park LLC in the manner and by the vote required by the laws of the State of Maryland and by the Limited Liability Company Operating Agreement of HPT CW Overland Park LLC by means of a written consent of the sole member of HPT CW Overland Park LLC.

EIGHTH: At the Effective Time (as defined herein), pursuant to the Merger Agreement, dated as of December 28, 2011 (the "Agreement"), by and among the Surviving Entity and the Merging Entities, each of the Merging Entities shall be merged with and into the Surviving Entity; and, thereupon, the Surviving Entity shall possess any and all purposes and powers of the Merging Entities; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Entities shall be transferred to, vested in, and devolved upon the Surviving Entity, without further act or deed, and all of the debts, liabilities, duties and obligations of the Merging Entities will become the debts, liabilities, duties and obligations of the Surviving Entity.

At the Effective Time, the issued and outstanding (i) shares of beneficial interest of HPT IHG Properties Trust, HPT IHG-3 Properties Trust, HPT CW Properties Trust and HPTSHC Properties Trust and (ii) membership interests of HPT CW Overland Park LLC, shall, by virtue of the Mergers and without any action on the part of the holders thereof, be canceled and retired without any conversion thereof and no payment or distribution of any consideration shall be made with respect thereto.

The shares of beneficial interest of HPT IHG-2 Properties Trust issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time.

NINTH: The Mergers shall become effective on December 31, 2011 at 11:59 p.m. (the "Effective Time").

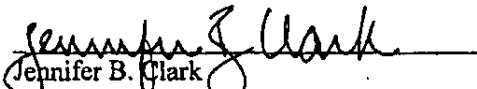
TENTH: Each undersigned officer acknowledges these Articles of Merger to be the act of the respective entity on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts relating to the entity on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

[Remainder of Page Intentionally Left Blank]


FILED  
12 JAN 17 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 28<sup>th</sup> day of December, 2011.

Attest:

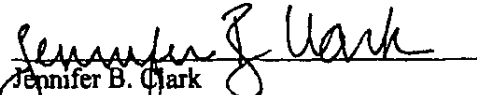
  
Jennifer B. Clark  
Secretary

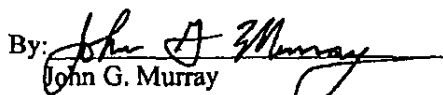
**SURVIVING ENTITY**  
HPT IHG-2 Properties Trust

By:   
John G. Murray  
President & Chief Operating Officer

**MERGING ENTITIES**  
HPT IHG Properties Trust  
HPT IHG-3 Properties Trust  
HPT CW Properties Trust  
HPTSHC Properties Trust  
HPT CW Overland Park LLC

Attest:

  
Jennifer B. Clark  
Secretary

By:   
John G. Murray  
President & Chief Operating Officer

FILED  
12 JAN 17 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Exhibit A

Certificate of Conveyance

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P5

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVEYANCE

PART I

1. Location of land being conveyed: Howard County, Maryland

(Include name of county or Baltimore City)

2. Transferor: HPT IRG Properties Trust

3. Transferee: HPT IRG-2 Properties Trust

4. Certificate of Conveyance accompanying: (Please check appropriate box)

Articles of Merger  Articles of Transfer

Document evidencing merger or consolidation

Articles of consolidation of foreign corporations or foreign limited partnerships.

5. Interest in land affected: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)

8844 Columbia 100 Pkwy, Columbia, Maryland, as more fully described on

Exhibit A hereto.

6. Mailing address for receipt of tax bill:

Name & address C/O Hospitality Properties Trust, Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES \_\_\_ NO X)

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code? (YES \_\_\_ NO X)

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

For use where property is being conveyed by merger or consolidation. (Please check applicable box)

1. Is this a merger of a Partnership into an Limited Liability Company where the Identity of the members and allocation of profit and loss are identical for both entities? (YES \_\_\_ NO X)

NOTE: IF THIS ANSWER IS YES, THE TRANSACTION IS NOT SUBJECT TO TAX, SKIP THE REST OF PART IV AND ALL OF PART V AND COMPLETE PART VI. IF THE ANSWER IS NO, CONTINUE WITH THE FOLLOWING QUESTIONS.

2. Is this a merger where a partnership or limited liability company is a party to the merger? (YES \_\_\_ NO X)

NOTE: IF THE ANSWER TO QUESTION 2. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 3, 4, AND 5.

3. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES X NO \_\_\_)

*pg B articles*

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. Is this a merger of a parent corporation into its subsidiary corporation? (YES \_\_\_ NO X)

5. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned this real property? (YES \_\_\_ NO X)

B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO X)

C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO X)

NOTE: IF ALL ANSWERS TO QUESTIONS 3 THROUGH 5 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

**PART V**

For use where real property is being conveyed by articles of transfer.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? yes no

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between two or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation(s) or became a stockholder of the subsidiary corporation(s) for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (YES \_\_\_ NO \_\_\_)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (YES \_\_\_ NO \_\_\_)

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO \_\_\_)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS

P 7 N a Aid

DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

PART VI  
COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A) Consideration for Real Property conveyed: \$ \_\_\_\_\_

B) Value of Real Property Determined by the Department at the date of finality immediately before the date of the transaction: \$ \_\_\_\_\_

C) All public taxes due by the transferor in the county where the real property is located:  
have been paid X have not been paid \_\_\_\_\_ (Please check one)

All personal property taxes due by the transferor in the county where the real property is located:  
have been paid X have not been paid \_\_\_\_\_ (Please check one)

D) I hereby acknowledge and affirm under the penalties of perjury that to the best of my knowledge, information and belief, the foregoing representations are true.

HPT IHG Properties Trust

(NAME OF CORPORATION)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

John G. Murray  
(SIGNATURE AND TITLE)

John G. Murray  
President, Chief Operating Officer  
and Assistant Secretary

**FOR OFFICE USE ONLY**

MARYLAND RECORDATION TAX PAID: \_\_\_\_\_

MARYLAND TRANSFER TAX PAID: \_\_\_\_\_

LOCAL TRANSFER TAX PAID: \_\_\_\_\_

TOTAL: \_\_\_\_\_

Approved for record by \_\_\_\_\_

State Department of Assessments & Taxation

Revised 3/2011

FILED  
12 JAN 17 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ps of articles

Exhibit A

[Columbia/Baltimore, MD]

**LEGAL DESCRIPTION**

**BEING KNOWN AND DESIGNATED** as Parcel I-1 on the Plat entitled, "Columbia 100 Office Research Park, Section 1, Area 2, Parcels I-1, I-2 & K-4, a resubdivision of Parcels I, J-1 and K-3 of a subdivision entitled, "Columbia 100, Office Research Park, Section 1, Area 2, and recorded in the Land Records of Howard County, Maryland as Plat Nos. 7525, 12705 and 12386 respectively", which Plat is recorded among the Land Records of Howard County as Plat M.D.R. No. 13431.

**TOGETHER WITH** easements for access as depicted on Plat 7525 and as set forth in **DECLARATION OF BASEMENT AND MAINTENANCE OBLIGATION FOR USE-IN-COMMON ACCESS AREA** dated November 20, 1995 by MJF Associates Limited Partnership and National Association of Credit Management Realty Corporation as recorded among the Land Records of Howard County, Maryland in Liber 3608, folio 461.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:59

FILED

*pg 2 of article*

Exhibit B

Certificate of Conveyance

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*P 10 B articles*

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVEYANCE

PART I

1. Location of land being conveyed: Anne Arundel County, Maryland.

(Include name of county or Baltimore City)

2. Transferor: HPT CW Properties Trust

3. Transferee: HPT IHG-2 Properties Trust

4. Certificate of Conveyance accompanying: (Please check appropriate box)

Articles of Merger  Articles of Transfer

Document evidencing merger or consolidation

Articles of consolidation of foreign corporations or foreign limited partnerships.

5. Interest in land affected: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)

1247 Winerson Road, Baltimore, Maryland, as more fully described in

Exhibit A hereto.

6. Mailing address for receipt of tax bill:

Name & address C/O Hospitality Properties Trust, Two Newton Place, 255 Washington Street,  
Suite 300, Newton, MA 02458

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES  NO )

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code? (YES  NO )

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

For use where property is being conveyed by merger or consolidation. (Please check applicable box).

1. Is this a merger of a Partnership into an Limited Liability Company where the Identity of the members and allocation of profit and loss are identical for both entities? (YES  NO )

NOTE: IF THIS ANSWER IS YES, THE TRANSACTION IS NOT SUBJECT TO TAX. SKIP THE REST OF PART IV AND ALL OF PART V AND COMPLETE PART VI. IF THE ANSWER IS NO, CONTINUE WITH THE FOLLOWING QUESTIONS.

2. Is this a merger where a partnership or limited liability company is a party to the merger? (YES  NO )

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 3, 4, AND 6.

3. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES  NO )

P" of articles

FILED

12 JAN 17 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

40

4. Is this a merger of a parent corporation into its subsidiary corporation? (YES \_\_\_ NO X)

5. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned this real property? (YES \_\_\_ NO X)

B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)

C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO X)

NOTE: IF ALL ANSWERS TO QUESTIONS 3 THROUGH 5 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

**PART V**

For use where real property is being conveyed by articles of transfer.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (YES \_\_\_ NO \_\_\_)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? yes no

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (YES \_\_\_ NO \_\_\_)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between two or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation(s) or became a stockholder of the subsidiary corporation(s) for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (YES \_\_\_ NO \_\_\_)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (YES \_\_\_ NO \_\_\_)

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (YES \_\_\_ NO \_\_\_)

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES \_\_\_ NO \_\_\_)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS

*# 12 A articles*



DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

**PART VI**

COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A) Consideration for Real Property conveyed: \$ \_\_\_\_\_

B) Value of Real Property Determined by the Department at the date of finality immediately before the date of the transaction: \$ \_\_\_\_\_

C) All public taxes due by the transferor in the county where the real property is located: have been paid  have not been paid \_\_\_\_\_ (Please check one)

All personal property taxes due by the transferor in the county where the real property is located: have been paid  have not been paid \_\_\_\_\_ (Please check one)

D) I hereby acknowledge and affirm under the penalties of perjury that to the best of my knowledge, information and belief, the foregoing representations are true.

HPT CW Properties Trust

(NAME OF CORPORATION)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

*John G. Murray*  
(SIGNATURE AND TITLE)

John G. Murray  
President, Chief Operating Officer  
and Assistant Secretary

**FOR OFFICE USE ONLY**

MARYLAND RECORDATION TAX PAID: \_\_\_\_\_

MARYLAND TRANSFER TAX PAID: \_\_\_\_\_

LOCAL TRANSFER TAX PAID: \_\_\_\_\_

TOTAL: \_\_\_\_\_

Approved for record by \_\_\_\_\_

State Department of Assessments & Taxation

Revised 3/2011

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:59

FILED

*P 13 of Articles*

Exhibit A

All of that property situate and being in Anne Arundel County, Maryland, together with easements appurtenant thereto, and more particularly described as follows:

**Parcel 1**

Lot no. 1 (containing 4.9060 acres of land, more or less) as shown on the plat entitled "Resubdivision of Airport Square 2 and Airport Square 12. (Benny/Ballfield)", which Plat is recorded among the Land Records of Anne Arundel County, Maryland in Plat Book 124 folio 16. The improvements thereon being known as No. 1247 Winterson Road.

tax id number 6-000-80069600

**Parcel 2**

Together with a non-exclusive easement to connect to the existing Storm Water Management Facilities located on Lot 2 for the sole purpose of draining storm water off of a portion of the aforesaid Lot 1 and a non-exclusive sanitary sewer easement burdening Lot 2 established by Reciprocal Easement and Operating Agreement by and between Winter son Properties Company and Candied Baltimore, MD - Airport, LLC dated March 27, 1998 and recorded in Liber 8363 at folio 431 among the land records of Anne Arundel County, Maryland.

CUST ID: 0002687174  
WORK ORDER: 0003903754  
DATE: 12-28-2011 02:09 PM  
AMT. PAID: \$254.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 17 AM 8:59

FILED

P 14 of articles

RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS

I certify that I, CSC-Lawyers Incorporating Service Company

am the resident agent of 100 BUCKHEAD HOLDINGS, LLC  
(Name of Entity)

(See attached list for additional entities)

organized under the laws of \_\_\_\_\_ My address as resident  
(State)

agent has changed from 11 East Chase Street  
Baltimore, MD 21202

to 7 St. Paul Street, Suite 1660  
Baltimore, MD 21202

(CHECK IF APPLICABLE) The old and new addresses of the resident agent  
are also the old and new addresses of the principal office of this entity in Maryland.

The above named entity has been advised by me in writing of this change.

CSC-Lawyers Incorporating Service Company

*John H. Pelletier*

Resident Agent

JOHN H. PELLETIER  
ASST. VICE PRESIDENT

Mail to: State Department of Assessments & Taxation  
301 W. Preston Street  
Room 801  
Baltimore, MD 21201-2395

CUST ID:0001876809  
WORK ORDER:0001319847  
DATE:11-20-2006 09:24 AM  
AMT. PAID:\$50,000.00

FILED  
12 JAN 17 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 1/17/12 <sup>3</sup>

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *[Signature]*, Custodian

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

