

D9800000033



ACCOUNT NO. : 072100000032

REFERENCE : 829454 4305026

AUTHORIZATION :

COST LIMIT *Patricia Pizzuto* \$ 358.75

ORDER DATE : May 22, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 829454-005

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

200002535242

FOREIGN FILINGS

NAME: HPT CW II PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stacy L Earnest

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DIVISION OF CORPORATIONS
98 MAY 26 PM 3:00

RECEIVED
98 MAY 26 PM 1:03
DIVISION OF CORPORATIONS

JP 5/26/98

HPT CW II PROPERTIES TRUST

President's Certificate

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I, John G. Murray, hereby certify that I am the duly elected, qualified and acting President of HPT CW II Properties Trust, a Maryland real estate investment trust (the "Trust"), and that:

1. The following individuals are the duly elected officers and trustees of the Trust, and the address set forth opposite each such persons's name is the true and correct address of that person:

OFFICERS:

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
President:	John G. Murray	400 Centre Street Newton, MA 02158
Vice President, Treasurer:	Thomas M. O'Brien	400 Centre Street Newton, MA 02158
Secretary:	John G. Murray	- Same as Above -
Assistant Secretary:	Jennifer B. Clark	Sullivan & Worcester LLP One Post Office Square Boston, MA 02109

TRUSTEES:

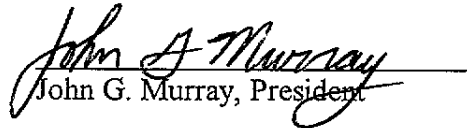
<u>Name</u>	<u>Business Address</u>
Gerard M. Martin	400 Centre Street Newton, MA 02158
Barry M. Portnoy	400 Centre Street Newton, MA 02158

2. The principal address of the Trust is 400 Centre Street, Newton, Massachusetts 02158.

3. The location of the Trust's registered office in Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301 and the name of its resident agent in charge at that address is Corporation Service Company. Attached hereto as Exhibit A is a Consent to Appointment as Registered Agent by Corporation Service Company.

4. Attached hereto as Exhibit B is a true, correct and certified copy of the Declaration of Trust, as filed with, and certified by, the State of Maryland, State Department of Assessments and Taxation. I further certify that the Declaration of Trust has not been amended.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Trust as of this 21st day of May, 1998.


John G. Murray, President

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98 MAY 26 PM 3:01

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EXHIBIT A

CONSENT TO APPOINTMENT AS REGISTERED AGENT
FOR HPT CW II PROPERTIES TRUST

Corporation Service Company hereby consents to serve as Registered Agent in Florida for HPT CW II Properties Trust (the "Trust"). I understand that as agent for the Trust it will be our responsibility to accept Service of Process on behalf of the Trust; to forward any license renewals and other mail to the Trust and to immediately notify the Office of the Secretary of State in the event of our resignation or of any changes in the Registered Office Address.

Dated: May 22 1998

CORPORATION SERVICE COMPANY

By Carol K. Dolor
Name: CAROL K. DOLOR
Title: Authorized Representative

HPT CW II PROPERTIES TRUST
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

DECLARATION OF TRUST

APPROVED FOR RECORD

Dated May 18, 1998 5/19/98 at 1158N .m.

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 CW II 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 the Declaration of Trust.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 5-19-98
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

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

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ARTICLE IV

RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is James J. Hanks, Jr., whose post office address is c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard 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 and until their successors are duly elected and qualify are:

<u>Name</u>	<u>Address</u>
Gerard M. Martin	c/o Hospitality Properties Trust 400 Centre Street Newton, Massachusetts 02158
Barry M. Portnoy	c/o Hospitality Properties Trust 400 Centre Street Newton, Massachusetts 02158

Section 4. Term. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and 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 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 shares of beneficial interest ("Shares"). The total number of Shares which the Trust has authority to issue is 10,000,000, consisting of 10,000,000 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, obligation 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 the 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 his 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 repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust 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 which 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 or officer (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, real estate investment trust, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) 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 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 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, whether or not any of them has a financial interest in such 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 any applicable provision of Title 8.

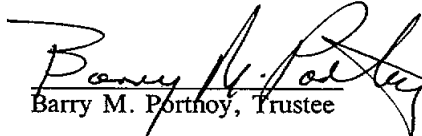
ARTICLE XI

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 according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

IN WITNESS WHEREOF, this Declaration of Trust has been executed on this ~~18th~~ day of May, 1998 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

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DIVISION OF CORPORATIONS
98 MAY 26 PM 3:01

DEPARTMENT OF
ASSESSMENTS AND TAXATION



RONALD W. WINEHOLT

Director

PAUL B. ANDERSON

Administrator

Charter Division

DOCUMENT CODE 27 BUSINESS CODE 13 COUNTY 24

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>199</u>	Expedited Fee	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
20		Organ. & Capitalization	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
66		Rec. Fee (Revival)	_____
65		Rec. Fee (Dissolution)	_____
75		Special Fee	_____
73		Certificate of Conveyance	_____

21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
70		Change of P.O., R.A. or R.A.A.	_____
31		Corp. Good Standing	_____

600 Returns

52		Foreign Qualification	_____
NA		Foreign Registration	_____
51		Foreign Name Registration	_____
53		Foreign Resolution	_____
54		For. Supplemental Cert.	_____
56		Penalty	_____
50		Cert. of Qual. or Reg.	_____
83		Cert. Limited Partnership	_____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
80		For. Limited Partnership	_____
91		Amend/Cancellation, For. Limited Part.	_____
87		Limited Part. Good Standing	_____

67		Cert. Limited Liability Partnership	_____
68		LLP Amendment - Domestic	_____
69		Foreign Limited Liability Partnership	_____
74		LLP Amendment - Foreign	_____

99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Registration Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		LLC Good Standing (short)	_____

13	<u>61</u>	<u>8</u> Certified Copy <u>40 P</u>	632700
	<u>20</u>	Other <u>dec of trust</u>	631701
	<u>18</u>	<u>3</u> <u>950 of W. Rev. Langford</u>	632702
TOTAL FEES	<u>318</u>	Credit Card	

Check Cash
1 Documents on 2 checks (18.00 + 300.00)

APPROVED BY: [Signature]