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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

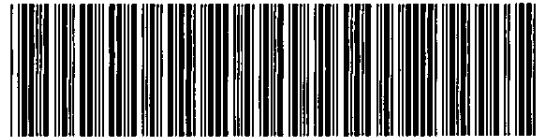
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

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RECEIVED  
DEPARTMENT OF STATE  
12 NOV 20 PM 4: 20

11: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
12 NOV 20 AM 8: 44

MD 11/21



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 429287 4305026  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : November 20, 2012  
ORDER TIME : 3:03 PM  
ORDER NO. : 429287-020  
CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: HPT CY TRS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

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

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** HPT CY TRS, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Shwetha Avvari  
Name of Person  
Reit Management & Research LLC  
Firm/Company  
Two Newton Place, 255 Washington Street, Suite 100  
Address  
Newton, MA 02458-1634  
City/State and Zip code  
SAvvari@REITMR.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shwetha Avvari at ( 617 ) 796-8378  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee     \$78.75 Filing Fee & Certificate of Status     \$78.75 Filing Fee & Certified Copy     \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

12 NOV 20 AM 8:44  
CORPORATION SERVICES  
TALLAHASSEE, FLORIDA

1. HPT CY TRS, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/03/2012 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458  
(Principal office address)

Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458  
(Current mailing address)

8. Engaging in any lawful business or other activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By:

ROBERT BRANCH Asst. V.P.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: SEE ADDENDUM

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ADDENDUM

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. John G. Murray, President, Chief Operating Officer & Secretary

(Typed or printed name and capacity of person signing application)

12 NOV 20 AM 8:45  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Addendum to  
Application by Foreign Corporation for Authorization to Transact Business in  
Florida

HPT CY TRS, Inc.

12 NOV 20 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DIRECTORS**

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Barry M. Portnoy | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |
| Adam D. Portnoy  | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |
| John G. Murray   | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |

**OFFICERS**

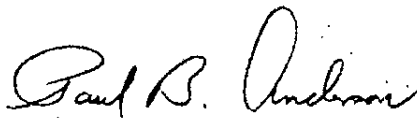
| <u>Office</u>                                    | <u>Name</u>           | <u>Address</u>   |
|--|-----------------------|--|
| President, Chief Operating Officer and Secretary | John G. Murray        | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |
| Senior Vice President                            | Ethan S. Bornstein    | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |
| Treasurer and Chief Financial Officer            | Mark L. Kleifges      | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |
| Assistant Secretary                              | Jacquelyn S. Anderson | Two Newton Place<br>255 Washington Street, Suite 300<br>Newton, MA 02458 |

**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 CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HPT CY TRS, INC., INCORPORATED OCTOBER 03, 2012, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN 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 NOVEMBER 20, 2012.



Paul B. Anderson  
Charter Division



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

12 NOV 20 AM 8:45  
SECRETARY OF STATE  
BALTIMORE, MARYLAND