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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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**FOREIGN PROFIT/NONPROFIT CORPORATION  
FAIRMONT HOTELS & RESORTS (U.S.) INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fairmont Hotels & Resorts (U.S.) 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:

Denise M. Kerschhackl, Paralegal

Name of Person

Sidley Austin LLP

Firm/Company

One S. Dearborn St., 30th Floor

Address

Chicago, IL 60603

City/State and Zip code

tara.ocampo@fhi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at ( )

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration 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.*

1. Fairmont Hotels & Resorts (U.S.) 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. Delaware  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 6-15-1999  
(Date of incorporation)
5. \_\_\_\_\_  
(Date of duration, if other than 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. 137 National Plaza, Suite 300, Unit 306, National Harbor, MD 20745  
(Principal office address)
- 155 Wellington Street West, Suite 3300, Toronto, ON M5V 0C3, Canada  
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324  
(City) (Zip code)

### 9. 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.*

C T Corporation System

By: \_\_\_\_\_

*James M. Halpin*

James M. Halpin

(Registered agent's signature) Assistant Secretary

10. 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.

## 11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**Chairman: Kevin T. FridAddress: 200 North Columbus DriveChicago, IL 60601Vice Chairman: Iain R. MortonAddress: 155 Wellington Street West, Suite 3300Toronto, ON M5V 0C3, CanadaDirector: Jane MackieAddress: 155 Wellington Street West, Suite 3300Toronto, ON M5V 0C3, Canada

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

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

**B. OFFICERS**President: SEE ATTACHED

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.12.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Paula A. McMullan, Corporate Secretary

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

ATTACHMENT TO  
APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
FOR  
FAIRMONT HOTELS & RESORTS (U.S.) INC.

No. 11.B. – Names and business addresses of officers:

Name	Title	Address
Kevin T. Frid	Chief Operating Officer, North & Central America	200 North Columbus Drive Chicago, IL 60601
J. Gregor Doman	Senior Vice President Development North and Central America, Luxury Hotels Americas & Residential	155 Wellington Street West, Suite 3300 Toronto, ON M5V 0C3 Canada
Iain R. Morton	Senior Vice President, Chief Legal Officer, North & Central America	155 Wellington Street West, Suite 3300 Toronto, ON M5V 0C3 Canada
Barbara D. Kilner	Vice President, General Counsel, North & Central America	155 Wellington Street West, Suite 3300 Toronto, ON M5V 0C3 Canada
Michael R. Laplante	Vice President & Treasurer	155 Wellington Street West, Suite 3300 Toronto, ON M5V 0C3 Canada
Paula A. McMullan	Corporate Secretary	155 Wellington Street West, Suite 3300 Toronto, ON M5V 0C3 Canada

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# Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRMONT HOTELS & RESORTS (U.S.) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3055742 8300

SR# 20167128758

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203532554

Date: 12-16-16