

F95000001936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

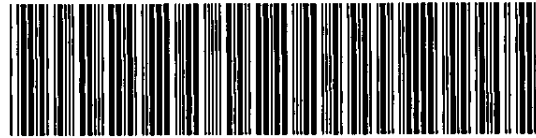
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07/30/08--01002--007 **35.00

name change
Amend

RECEIVED

08 JUL 29 PM 3:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2008 JUL 29 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
7/30/08



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

July 29, 2008

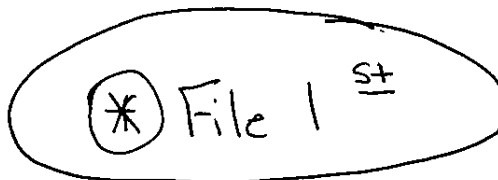
Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7306783 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Winston Hotels, Inc. (NC)
Evidence of Amendment
Florida



Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Joel Rodriguez
Fulfillment Manager
joel.rodriguez@wolterskluwer.com

FILED
2008 JUL 29 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INLAND AMERICAN WINSTON HOTELS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007, AT 2:35 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "INLAND AMERICAN ACQUISITION (WINSTON), LLC" TO "INLAND AMERICAN WINSTON HOTELS, LLC", FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 12:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2007, AT 1:01 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "INLAND AMERICAN WINSTON HOTELS, LLC" TO "INLAND AMERICAN WINSTON HOTELS, INC.", FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 12:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF

4325298 8100H

080812174

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6747891

DATE: 07-23-08

Delaware

PAGE 2

The First State

JULY, A.D. 2007, AT 1:03 O'CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF
JUNE, A.D. 2007, AT 12:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF
JULY, A.D. 2007, AT 1:03 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "INLAND AMERICAN WINSTON HOTELS, INC.".

4325298 8100H

080812174

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6747891

DATE: 07-23-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:40 PM 03/28/2007
FILED 02:35 PM 03/28/2007
SRV 070372671 - 4325298 FILE

CERTIFICATE OF FORMATION

OF

INLAND AMERICAN ACQUISITION (WINSTON), LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is Inland American Acquisition (Winston), LLC.

2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent.

Executed on March 28, 2007


Carol A. Detert, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:12 PM 06/29/2007
FILED 12:03 PM 06/29/2007
SRV 070767656 - 4325298 FILE

**CERTIFICATE OF MERGER
OF
WINSTON HOTELS, INC.,
a North Carolina corporation
INTO
INLAND AMERICAN ACQUISITION (WINSTON), LLC,
a Delaware limited liability company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, Inland American Acquisition (Winston), LLC, a Delaware limited liability company, hereby certifies as follows:

FIRST: The name and jurisdiction of formation or organization of each of the entities which is to merge is as follows:

<u>Name</u>	<u>State of Organization</u>
Inland American Acquisition (Winston), LLC	Delaware
Winston Hotels, Inc.	North Carolina

SECOND: An agreement of merger has been approved and executed by each of the merging entities.

THIRD: The name of the surviving entity in the merger is Inland American Acquisition (Winston), LLC.

FOURTH: Paragraph 1 of the certificate of formation of the surviving entity is hereby deleted and amended and restated in its entirety as follows:

"1. Name. The name of the limited liability company (the "*Company*") is:

INLAND AMERICAN WINSTON HOTELS, LLC"

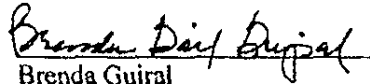
FIFTH: The merger shall be effective at 1:01 a.m. Eastern Time on July 1, 2007.

SIXTH: The executed agreement of merger is on file at the office of the surviving entity at c/o Inland American Real Estate Trust, Inc., 2901 Butterfield Road, Oakbrook, IL 60523.

SEVENTH: A copy of the agreement of merger will be furnished by the surviving entity, on request and without cost, to any member of either constituent entity.

IN WITNESS WHEREOF, this certificate of merger has been executed by the undersigned as of the 29th day of June, 2007.

INLAND AMERICAN ACQUISITION (WINSTON), LLC


Brenda Gujral
President



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

WINSTON HOTELS, INC.

the original of which was filed in this office on the 29th day of June, 2007.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of July, 2008.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER
(Cross-entity Merger)

Pursuant to North Carolina General Statutes Section 55-11-10(d), the undersigned surviving entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two business entities.

1. The surviving entity in the merger is Inland American Acquisition (Winston), LLC, a limited liability company organized under the laws of the State of Delaware. Paragraph 1 of the certificate of formation of the surviving entity will be deleted and amended and restated in its entirety as of 1:01 a.m. Eastern Time on July 1, 2007 such that the name of the surviving entity will be "Inland American Winston Hotels, LLC".

2. The street and mailing address of the surviving entity is as follows:

c/o Inland American Real Estate Trust, Inc.
2901 Butterfield Road
Oakbrook, IL 60523

The surviving entity will file a statement of any subsequent change in its street and mailing address with the North Carolina Secretary of State.

3. The name of the merged entity is "Winston Hotels, Inc." a corporation organized under the laws of the State of North Carolina.
4. An agreement and plan of merger was duly approved and executed by each merging business entity in the manner required by law.
5. The surviving entity is a foreign limited liability company and the merger was approved in accordance with the laws of the state governing the organization and internal affairs of the foreign entity.
6. With respect to the merged entity, shareholder approval was required for the merger and the agreement and plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
7. The merger is permitted by the laws of the state governing the organization and internal affairs of each merging business entity.
8. Each business entity that is a party to the merger has complied or shall comply with the applicable laws of the state governing its organization and internal affairs.

9. These articles will be effective at 1:01 a.m. Eastern Time on July 1, 2007.

This the 29th day of June, 2007.

INLAND AMERICAN ACQUISITION (WINSTON), LLC

By: INLAND AMERICAN REAL ESTATE, INC., ITS
MANAGER AND SOLE MEMBER

By: Brenda Day Gujral
Name: Brenda Gujral
Title: President

CERTIFICATE OF CONVERSION TO CORPORATION

OF

INLAND AMERICAN WINSTON HOTELS, LLC
(a Delaware limited liability company)

TO

INLAND AMERICAN WINSTON HOTELS, INC.
(a Delaware corporation)

This Certificate of Conversion to Corporation, dated as of June 29, 2007 (this "**Certificate**"), has been duly executed and is being filed by the undersigned, Brenda Gujral, President of Inland American Winston Hotels, LLC, a Delaware limited liability company (the "**Company**"), to convert the Company to a corporation incorporated under the laws of the State of Delaware known as Inland American Winston Hotels, Inc., (the "**Corporation**"), pursuant to Section 265 of the Delaware General Corporation Law. It is hereby certified that:

1. The Company filed its original certificate of formation with the Secretary of State of the State of Delaware and was first formed on March 28, 2007, in the State of Delaware.
2. The name of the limited liability company immediately prior to filing this Certificate is Inland American Winston Hotels, LLC.
3. The name of the Corporation into which the Company shall be converted as set forth in its Certificate of Incorporation is Inland American Winston Hotels, Inc.
4. All of the Membership Interests (as defined in the Company's Limited Liability Company Agreement) issued and outstanding immediately prior to the Effective Time (as defined below) shall, simultaneous with the conversion of the Company into the Corporation, automatically convert into 1,000 fully paid and nonassessable shares of common stock of the Corporation and the Membership Interests shall cease to exist.
5. The conversion of the Company to the Corporation shall be effective (the "**Effective Time**") upon the filing of this Certificate and a Certificate of Incorporation of the Corporation at 1:03 am Eastern Time on July 1, 2007.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation as of the date set forth above.

INLAND AMERICAN WINSTON HOTELS, LLC

By: Inland American Real Estate, Inc., its Manager
and Sole Member

By: Brenda Gujral
Brenda Gujral
President

CERTIFICATE OF INCORPORATION

OF

INLAND AMERICAN WINSTON HOTELS, INC.

1. The name of the corporation is: Inland American Winston Hotels, Inc. (the "Corporation")

2. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

The acquisition, development, disposition, brokerage, ownership and management of commercial real estate and to conduct all businesses and activities related thereto, and

To engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is:

Ten thousand (10,000); all of which shall be common stock and all of such shares of common stock shall have a par value of one cent (\$.01) per share.

5. The name and mailing address of each incorporator is as follows:

NAME

MAILING ADDRESS

Scott W. Wilton

2901 Butterfield Road
Oak Brook, Illinois 60523

6. The Corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the Corporation.

8. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
10. The incorporation of the Corporation shall be effective upon the filing of this Certificate of Incorporation and a Certificate of Conversion to Corporation at 1:03 am Eastern Time on July 1, 2007.

WHEREFORE, said corporation has caused this Certificate to be signed by Scott W. Wilton, its Sole Incorporator, this 29th day of June, 2007.

Inland American Winston Hotels, Inc.

By: /s/ Scott W. Wilton
Scott W. Wilton
Sole Incorporator



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

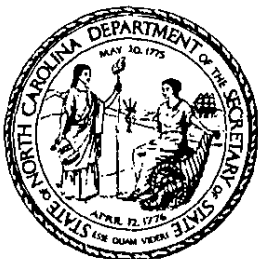
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF

INLAND AMERICAN WINSTON HOTELS, INC.

the original of which was filed in this office on the 6th day of March, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of July, 2008.

Elaine F. Marshall

Secretary of State

State of North Carolina
Department of the Secretary of State

SOSID: 1031611
Date Filed: 3/6/2008 2:03:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C200806600109

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to §55-15-03 of the General Statutes of North Carolina, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of North Carolina, and for that purpose submits the following:

1. The name of the corporation is Inland American Winston Hotels, Inc.; and if the corporate name is unavailable for use in the State of North Carolina, the name the corporation wishes to use is: _____

2. The state or country under whose laws the corporation was organized is: Delaware

3. The date of incorporation was 03/28/07; its period of duration is: perpetual

4. Principal office information: (Select either a or b.)

- a. ☒ The corporation has a principal office.

The street address and county of the principal office of the corporation is:

Number and Street 2901 Butterfield Road

City, State, Zip Code Oak Brook, Illinois 60523 County DuPage

The mailing address, if different from the street address, of the principal office of the corporation is: _____

- b. ☐ The corporation does not have a principal office.

5. The street address and county of the registered office in the State of North Carolina is:

Number and Street 225 Hillsborough Street

City, State, Zip Code Raleigh, North Carolina 27603 County Wake

6. The mailing address, if different from the street address, of the registered office in the State of North Carolina is: _____

7. The name of the registered agent in the State of North Carolina is: C T Corporation System

8. The names, titles, and usual business addresses of the current officers of the corporation are (attach if necessary):

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Brenda G. Gujral	President	2901 Butterfield Road, Oak Brook, IL 60523
Patti Bell	Vice President/Secretary	2626 Glenwood Avenue, Suite 200, Raleigh, NC 27608
Jim Frey	Vice President	2626 Glenwood Avenue, Suite 200, Raleigh, NC 27608
Scott W. Wilton	Assistant Secretary	2901 Butterfield Road, Oak Brook, IL 60523

9. Attached is a Certificate of Existence (or document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country of incorporation. The Certificate of Existence must be an original and less than six months old.

CORPORATIONS DIVISION
(Revised January, 2002)

NC021 - 09/19/02 C T System Online

P. O. BOX 29622

RALEIGH, NC 27626-0622
(Form B-09)

10. If the corporation is required to use a fictitious name in order to transact business in this State, a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name is attached.

APPLICATION FOR CERTIFICATE OF AUTHORITY

Page 2

11. This application will be effective upon filing, unless a delayed date and/or time is specified:

This is the 5th day of March, 2008

Inland American Winston Hotels, Inc.

Name of Corporation



Signature

Scott W. Wilton/Secretary

Type or Print Name and Title

NOTES:

1. Filing fee is \$250. This document must be filed with the Secretary of State.

CORPORATIONS DIVISION
(Revised January, 2002)
NC021 - 09/18/02 C T System Online

P. O. BOX 29622

RALEIGH, NC 27626-0622
(Form B-09)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INLAND AMERICAN WINSTON HOTELS, 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 FIFTH DAY OF MARCH, A.D. 2008.

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.

4325298 8300

080284413

You may verify this certificate online
at corp.delaware.gov/authver.shtml

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6427362

DATE: 03-05-08