

F 95000005748

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

2000001646822

-11/28/95--01041--011

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Forte Hotels, Inc.

LC  
11/27

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

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☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00

11/27/95

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FILE STAMPED

file 203

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Porto Hotels, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. September 12, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1973 Friendship Drive, El Cañon, California 92020

(Current mailing address)

8. Lodging

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Bonnie A. Schuman  
(Registered agent's signature) (Officer)

Bonnie A. Schuman, Asst. Secy.  
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

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

Vice Chairman: see attached list of directors

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

Director: see attached list of directors

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

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

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

B. OFFICERS

President: see attached list of officers

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

Douglas H. Verner, Vice President

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

RECEIVED  
JAN 27 1964  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

**FORTE HOTELS, INC.**

1973 FRIENDSHIP DRIVE  
EL CAJON, CA 92020

**DIRECTORS**

PATRICK COPELAND  
JOSEPH A. MCINERNEY  
WILLIAM J. HANLEY  
KEITH HAMILL

**OFFICERS**

Joseph A. McInerney	Chairman, President & Chief Executive Officer
William J. Hanley	Executive Vice President, Sales & Marketing
Gregory C. Plank	Executive Vice President - Fran- chise
Douglas H. Verner	Senior Vice President & Secre- tary
Thomas E. Henbest	Vice President, Treasurer & Assistant Secretary
Thomas K. Bell	Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORTE 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2535247 8300

950271458

AUTHENTICATION:

7721147

DATE:

11-22-95

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

**F95000005748**

**CSC networks**

PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

96 APR 17  
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000072

REFERENCE : 918540 4300123

AUTHORIZATION : *Patricia gith*

COST LIMIT : \$ 15.00

ORDER DATE : April 15, 1996

ORDER TIME : 10:23 AM

900001784079

ORDER NO. : 918540

CUSTOMER NO: 4300123

CUSTOMER: Elizabeth Bush, Legal Asst  
Battle Fowler L.L.P.  
75 East 55th Street  
5th Floor  
New York, NY 10022

CHANGE OF AGENT

NAME: FORTE HOTELS, INC.

FILED  
96 APR 17 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY

CONTACT PERSON: Barry B. Davis

4/17  
*John R.A. Change*

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: FORTE HOTELS, INC.

1b. Date of incorporation / 11/27/95 / Document number F95000005748  
qualification

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM 1200 SO. PINE ISLAND DRIVE

PLANTATION FL 333

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

DOUGLAS H. VERNER  
VICE PRESIDENT

  
SIGNATURE

Typed or printed name and title

April 8, 1996  
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Vicki Schreiber

VICKI SCHREIBER, (Registered Agent) ASST VICE PRESIDENT  
DATE 4/16/96



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0391 FAX

800-342-8086

FILED  
96 APR 25 PM 2 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**F95000005748**  
**CSC networks**  
PRINCIPAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 919674 4300123  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 35.00

ORDER DATE : April 16, 1996  
ORDER TIME : 10:22 AM  
ORDER NO. : 919674  
CUSTOMER NO: 4300123

*Name Change Amend*  
100001796371

CUSTOMER: Elizabeth Bush, Legal Asst  
Battle Fowler L.L.P.  
75 East 55th Street  
5th Floor  
New York, NY 10022

FOREIGN FILINGS

NAME: FORTE HOTELS, INC.

XXX PROFIT  
      NON-PROFIT

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

      CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
      CERTIFICATE OF GOOD STANDING

Entity	XXX	CORPORATE
Availability	4/24/96	LIMITED PARTNERSHIP
Document Examiner	<i>ADH</i>	
Verifying	<i>ADH</i>	
Verifying	<i>ADH</i>	
Verifying	<i>ADH</i>	

RECEIVED  
96 APR 26 PM 11:00  
DIVISION OF CORPORATE REGISTRATION

CONTACT PERSON: Harry B. Davis

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
APR 26 1996  
TALLAHASSEE

**SECTION I (1-3 must be completed)**

1. Norte Hotels, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 27, 1995

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 24, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

NL Hotels Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
Signature  
Name and Title

Douglas H. Verner

April 8, 1996  
Date

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FORTE HOTELS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NL HOTELS INC.", THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2535247 8320

960113464

AUTHENTICATION: 7914142

DATE: 04-19-96

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9070

904-222-9071 FAX

**F95000005748**

**SC networks**  
PRITCHARD, FLORIDA  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO.

972100000032  
DIVISION OF CORPORATION

REFERENCE

084922 7109276

AUTHORIZATION

*Patricia Pysich*

COST LIMIT : \$ 35.00

ORDER DATE : September 13, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 084922

CUSTOMER NO: 7109276

*Name  
Change  
Amend*

600001947716

CUSTOMER: Ms. Patricia Jenatsch  
Chartwell Leisure Inc.  
23rd Floor  
605 Third Avenue  
New York, NY 10158

FOREIGN FILINGS

NAME: NL HOTELS INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

96 SEP 16 PM 4:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: *DOH*

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       CERTIFICATE OF GOOD STANDING

Availability	9/16/96
	<i>DOH</i>
	<i>DOH</i>

CONTACT PERSON: Deborah Schröder

*DOH*  
*DOH*  
*AS*

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

96 SEP 16 PM 4:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(1-3 must be completed)**

- ## SECTION II

Title

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NL HOTELS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CHARTWELL LODGING INC.", THE EIGHTH DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2535247 8320

960265836

AUTHENTICATION:

8102909

DATE:

09-13-96