

ATTN:

(804) 222-7495

TALLAHASSEE, FLA. 32301

(X) Walk in

Call Now!

www.

$\text{tr}_2(X)$ Pick up

DATE/TIME

CORPORATION(S) NAME

CHARTER NUMBER

Super 8 Motels, Inc.

SECRET

91-09/99--0102L--020

◆ ◆ ◆ ◆ ◆

300000835053

~~CONFIDENTIAL~~ U2

*****52.50 *****52.50

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☒ Fictitious Business Name
☐ Foreign
☐ Limited Partnership
☐ Limited Liability

☐ Merger
☐ Name Reservation
☐ Non-Profit
☐ Other _____
☒ Profit
☐ Reinstatement
☐ Resignation of R.A.
☐ Trademark

300001665793

-12/19/45--111112--111

0111 4256.25 0111 4256.25

12/11/2015 12:00:12 PM

W94-180

☒ Certified Copy _____
☐ Photocopy _____
☐ Corporate Print-Out _____
☐ Fictitious/Owner Search _____

____ CUS
____ Good Standing
____ R.A., Off/Dir Search

FOR PRENTICE HALL'S USE ONLY

ATTN: DO BOCHHA

REF/JOB # 014-94-100EO-29/104

CLIENT MATTER # _____

VERBAL REQUESTED: YES OR NO *much*

DATE SENT: _____ MAIL FAX FED EXP

SENT TO: _____

CHECK # _____

ST./CTY. FEES _____

SPEC. HANDL. _____

MESSENGER _____

FAX FEE _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:42



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 4, 1994

PRENTICE HALL
110 NORTH MAGNOLIA DR., STE. 105
TALLAHASSEE, FL 32301

SUBJECT: SUPER 8 MOTELS, INC.
Ref. Number: W9400000180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 8 PM 12:41

We have received your document for SUPER 8 MOTELS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SUPER 8 MOTELS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates December 31, 1986, as the initial date of transacting business in the State of Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4256.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, an affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.



FLORIDA DEPARTMENT OF STATE

Jennifer Sindt
Document Examiner

Jim Smith
Secretary of State

Letter Number: 894A00000269



339 JEFFERSON RD., PO BOX 278, JARVISVILLE, NEW JERSEY 07054 0278
PHONE (201) 428-9700
FAX (201) 428-5269

LEGAL DEPARTMENT

January 13, 1994

Florida Department of State
Division of Corporations
PO Box 1500
Tallahassee, Florida 32302

*Advised them to get
copies of their
returns from DOK.*

Re: Qualification of Super 8 Motels, Inc.
Ref. No. W94000000180

Dear Madam/Sir:

Our registered agent has forwarded to us the attached correspondence from your offices.

As our corporation, Hospitality Franchise Systems, Inc., acquired Super 8 Motels, Inc. in 1993, we are unaware of any taxes paid or the filing of any reports with the Florida Department of Revenue by this corporation. It was our belief that this corporation was not doing business in Florida.

Please advise on what basis the December 31, 1986 date of first transacting business was determined.

Thank you very much for your assistance. You may contact me at 201-428-9700, ext. 2224 or the address referenced above.

Very truly yours,

Laura R. McGahan
Laura R. McGahan
Paralegal

enclosure

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DIVISION OF CORPORATIONS
96 JAN -8 PM 12:41

HOSPITALITY FRANCHISE SYSTEMS FRANCHISOR OF DAYS INN, HOWARD JOHNSON, PARK INN, RAMADA AND SUPER 8 LODGING SYSTEMS



RAMADA





FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

April 1, 1994

PRENTICE HALL
110 NORTH MAGNOLIA DR., STE. 105
TALLAHASSEE, FL 32301

SUBJECT: SUPER 8 MOTELS, INC.
Ref. Number: W94000000180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 9 PM 12:41

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SUPER 8 MOTELS, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since December 31, 1986. You were notified by letter dated January 4, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4256.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner Letter No. 894A00014579

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 30, 1994

SCOTT E FORBES
SUPER 8 MOTELS INC
339 JEFFERSON RD
PARSIPPANY, NJ 07054

SUBJECT: SUPER 8 MOTELS, INC.
Ref. Number: W94000000180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:42

**CERTIFIED MAIL #Z 751 934 126
RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date SUPER 8 MOTELS, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that SUPER 8 MOTELS, INC. has transacted business in Florida since December 31, 1986. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$4256.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 094A00051299



SUPER 8 MOTELS, INC.

LEGAL DEPARTMENT

December 15, 1995

VIA FEDERAL EXPRESS

Mr. Marc W. Dunbar
Office of the General Counsel
Florida Department of State
LL-10, The Capitol
Tallahassee, FL 32399-0250

RE: SUPER 8 MOTELS, INC.

Dear Mr. Dunbar:

As per our conversations, enclosed please find check number 76234 in the amount of \$4,256.25 to cover the penalties and fees of transacting business in the State of Florida without being qualified by the State.

Please advise if the Application for Certificate of Authority needs to be resubmitted at this time.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me. I can be reached at (201) 428-9700, ext. 2224.

Sincerely,

Kathryn L. Bontempo
Kathryn L. Bontempo
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 8 PM 12:42



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: December 18, 1995

RE: Super 8 Motels, Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees and now wishes to be qualified to do business in this state.

MWD/mwd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:42

**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. SUPER 8 MOTELS, 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. SOUTH DAKOTA 3. 46-0320564
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/5/71 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NOVEMBER 1, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 339 Jefferson Rd.
Parsippany, NJ 07054
(Current mailing address)
8. Franchisor of the Super 8 Motels lodging system and potential sales of equip.
(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:**
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 110 North Magnolia Street
Tallahassee, Florida, 32301
(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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schriber 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 8 PM 12:42

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

A. DIRECTORS SEE LIST ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE LIST ATTACHED

President: _____

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. SCOTT E. FORBES - SR. VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 8 PM 12:42

**LIST OF OFFICERS AND DIRECTORS OF
SUPER 8 MOTELS, INC.**

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
John D. Snodgrass 339 Jefferson Rd. Parsippany, NJ 07054	Chairman of the Board & Chief Executive Officer	(201) 428-9700 411-78-7445
Henry R. Silverman 339 Jefferson Rd. Parsippany, NJ 07054	Director	(201) 428-9700 090-32-7069
Stephen A. Schwarzman 345 Park Avenue New York, NY 10154	Director	(212) 754-7317 199-36-9942
James J. Mossman 345 Park Ave. NY, NY 10154	Director	(212) 836-9811 021-62-0890
Loren D. Steele 1910 Eighth Ave NE Aberdeen, SD 57401	Director	(605) 225-2272
Harvey Jewett 1910 Eighth Ave NE Aberdeen, SD 57401	Director	(605) 225-2272
Robert Weller 339 Jefferson Rd. Parsippany, NJ 07054	President Chief Operating Officer	(201) 428-9700 204-28-0425
Donald Raider 339 Jefferson Rd. Parsippany, NJ 07054	Senior Executive V.P.	(201) 428-9700
James E. Buckman 339 Jefferson Rd. Parsippany, NJ 07054	Executive Vice President and General Counsel Assistant Secretary	(201) 428-9700 077-36-6845
Stephen P. Holmes 339 Jefferson Rd. Parsippany, NJ 07054	Executive Vice President Treasurer	(201) 628-9700 122-44-7494
Robert D. McGrail 339 Jefferson Rd. Parsippany, NJ 07054	Executive Vice President, Marketing and Sales Services	(201) 428-9700 014-22-7044
Richard A. Smith 339 Jefferson Rd. Parsippany, NJ 07054	Executive Vice President, Franchise Operations	(201) 428-9700 260-92-7654

SECRET
FILED
DIVISION OF CONSUMER AFFAIRS
96 JAN -8 PM 12:42

**LIST OF OFFICERS AND DIRECTORS OF
SUPER 8 MOTELS, INC.**

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Scott E. Forbes 339 Jefferson Rd. Parsippany, NJ 07054	Senior Vice President, Finance	(201) 428-9700 145-54-5820
Douglas Patterson 339 Jefferson Rd. Parsippany, NJ 07054	Senior Vice President, Reservations	(201) 428-9700 756-96-1151
Frances M. Smith 339 Jefferson Rd. Parsippany, NJ 07054	Senior Vice President, Human Resources	(201) 428-9700 145-38-5152
Florence A. Allen 1810 Eighth Ave. NE Aberdeen, SD	Vice President, Training	(605) 225-2272
Joel R. Buckberg 339 Jefferson Rd. Parsippany, NJ 07054	Vice President, Sr. Franchise Counsel and Assistant Secretary	(201) 428-9700 125-42-5387
Michael K. Field 339 Jefferson Rd. Parsippany, NJ 07054	Vice President, Franchise Administration	(201) 428-9700 118-38-1263
Jon Kennedy 1810 Eighth Ave. NE Aberdeen, SD	Vice President, Marketing & Advertising	(605) 225-2272
Terry L. Kline 1810 Eighth Ave. NE Aberdeen, SD	Vice President, Franchise Sales	(605) 225-2272
Russell Moserowitz 339 Jefferson Rd. Parsippany, NJ 07054	Vice President, Franchise Compliance	(201) 428-9700 136-66-1448
Jeanne M. Murphy 339 Jefferson Rd. Parsippany, NJ 07054	Vice President, Corporate Counsel and Secretary	(201) 428-9700 122-46-2949
Paul D. Pettit 1810 Eighth Ave. NE Aberdeen, SD	Vice President, Franchise Advisory Services	(605) 225-2272
Dennis D. Shawd 1810 Eighth Ave. NE Aberdeen, SD	Vice President Quality Assurance	(605) 225-2272

FILED
SECRETARY OF STATE
96 JAN -8 PM 12:42

LIST OF OFFICERS AND DIRECTORS OF
SUPER 8 MOTELS, INC.

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Jeffrey I. Burnett 339 Jefferson Rd. Parsippany, NJ 07054	Assistant General Counsel Assistant Secretary	(201) 428-9700 137-40-4462
Marge Meyer 1810 Eighth Ave. NE Aberdeen, SD	Assistant Secretary	(605) 225-2272
Richard M. Saltzman 339 Jefferson Rd. Parsippany, NJ 07054	Assistant General Counsel Assistant Secretary	(201) 428-9700 145-58-0430

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:42

State of South Dakota



OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF GOOD STANDING DOMESTIC CORPORATION

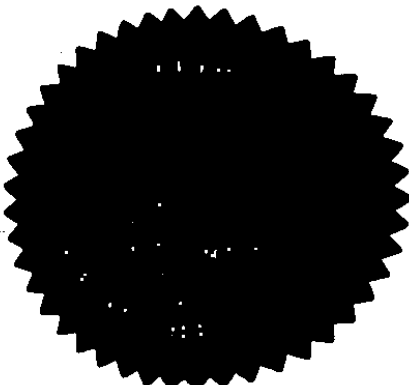
I, Joyce Hazeltine, Secretary of State of the State of South Dakota, do hereby certify that SUPER 8 MOTELS, INC. was duly incorporated under the laws of this state on October 5, 1971.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 16, 1993.



JOYCE HAZELTINE
Secretary of State



96 JAN -8 PM12:42
DIVISION OF CORPORATIONS



SUPER 8 MOTELS, INC.

LEGAL DEPARTMENT

January 2, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Jennifer Findt

RE: SUPER 8 MOTELS, INC.

Dear Ms. Findt:

As requested, enclosed please find a Certificate of Good Standing issued on December 27, 1995 for the above referenced corporation.

If you need any additional information in order to process the Application for Certificate of Authority, please do not hesitate to contact me. I can be reached at (201) 428-9700, ext. 2224.

Sincerely,

Kathryn Bontempo
Kathryn L. Bontempo
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 12:42

State of South Dakota



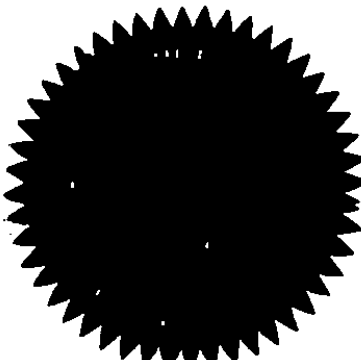
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

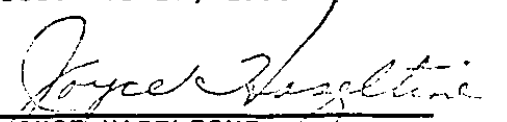
DOMESTIC CORPORATION

I, Joyce Hazeltine, Secretary of State of the State of South Dakota, do hereby certify that SUPER 8 MOTELS, INC. was duly incorporated under the laws of this state on October 5, 1971.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 27, 1995.


JOYCE HAZELTINE
Secretary of State

96 JAN -8 PM 12:12
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS

Document Number Only

F960000000/40

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200001994042--6
-11/01/96--01051--004
*****35.00 *****35.00

Super 8 Motels, Inc

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merge
☐ Mark
☐ Other
☒ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

11/1/96

[Handwritten signature]

NOV-1 11:21
OFFICE OF CORPORATION
TALLAHASSEE, FLORIDA

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 South Dakota 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: Super 8 Motels, Inc.

1b. Date of Incorporation 1/8/96 Document number 96000000140

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

Prentice Hall Corporation System

110 N. Magnolia Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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.

[Signature]
SIGNATURE
10/29/96
DATE

Scott E. Forbes, Sr. Vice President
Typed or printed name and title

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.

[Signature]
SIGNATURE BY: TIMOTHY E. CARLSON
(Registered Agent)
DATE 10/31/96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00