

Document Number Only

F96000000225

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

100001609091

-01/16/96--01015--000

*****70.00 *****70.00

100001609091

-01/16/96--01015--000

*****61.25 *****61.25

Courtyard II Associates Management Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of J.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☒ CUS/G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1/12/96

3:00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

File 1st

CR2E031 (1-89)

**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. Courtyard II Associates Management Corporation

(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. 0000000000

(FEI number, if applicable)

4. December 22, 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 617.156, F.S.))

7. 10400 Fernwood Road, Bethesda, Maryland 20817

(Current mailing address)

8. See attached purpose clause

(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)

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DIVISION OF CORPORATIONS
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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

Marilyn Lizzio

(Registered agent's signature) (Officer)

Marilyn Lizzio, Asst Secretary

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bruce F. Stemerman

Address: 10400 Fernwood Road

Bethesda, Maryland 20817

Director: _____

Address: _____

B. OFFICERS

President: Bruce F. Stemerman

Address: 10400 Fernwood Road

Bethesda, Maryland 20817

Vice President: _____

Address: _____

Secretary: Christopher G. Townsend

Address: 10400 Fernwood Road


Bethesda, Maryland 20817

Treasurer: Bruce F. Stemerma

Address: 10400 Fernwood Road

Bethesda, Maryland 20817

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. Bruce F. Stemerma, President
(Typed or printed name and capacity of person signing application)

Additional Officers of
Courtyard II Associates Management Corporation

Stephen J. McKenna

Assistant Secretary

10400 Fernwood Road
Bethesda, MD 20817

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
Courtyard II Associates Management Corporation**

To form Courtyard II Associates, L.P., a Delaware Limited Partnership (the "Limited Partnership") and serving as the managing general partner of the Limited Partnership that owns or owns interests, or will own or will own interests in, 70 Courtyard by Marriott Hotels directly or indirectly.

**COURTYARD BY MARRIOTT II
LIMITED PARTNERSHIP**

DEPARTMENT 00025
1000 E. FARM ROAD
BETHESDA, MARYLAND 20814

January 9, 1996

Dear Sir or Madam:

Courtyard by Marriott II Limited Partnership, a Delaware limited partnership which is qualified to do business in your state (the "Partnership"), hereby irrevocably consents to the use of the following names by the following affiliated Delaware entities, so that they may meet the qualification requirements for foreign entities to do business in your state:

1. "Courtyard II Associates Management Corporation" by Courtyard II Associates Management Corporation, which is a wholly owned subsidiary of the Partnership;
2. "Courtyard II Associates, L.P." by Courtyard II Associates, L.P. The Partnership owns a 98% limited partner interest and a 1% general partner interest in Courtyard II Associates, L.P. and Courtyard II Associates Management Corporation owns a 1% general partner interest in Courtyard II Associates, L.P.;
3. "Courtyard II Finance Company" by Courtyard II Finance Company, which is a wholly owned subsidiary of the Partnership;
4. "CBM Funding Corporation" by CBM Funding Corporation, which is a wholly owned subsidiary of Courtyard II Associates, L.P. and an affiliate of the Partnership; and
5. "CBM Associates II LLC" by CBM Associates II LLC. Courtyard II Associates, L.P., an affiliate of the Partnership, has a 99% membership interest in CBM Associates II LLC and Courtyard II Associates Management Corporation, a wholly owned subsidiary of the Partnership, has a 1% membership interest in CBM Associates II LLC.

Sincerely,

**COURTYARD BY MARRIOTT II
LIMITED PARTNERSHIP**

By: CBM TWO CORPORATION,
its General Partner



Bruce Stemerman, President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COURTYARD II ASSOCIATES MANAGEMENT CORPORATION" 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 JANUARY, A.D. 1996.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 PM 2:13



Edward J. Freel, Secretary of State

2564726 8300

960004884

AUTHENTICATION:

7780455

DATE:

01-05-96

F96000000225



96 SEP -4 PM 1: 03

ACCOUNT NO. : 09781690909932RATON

REFERENCE : 071287 4380006

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 30, 1996

ORDER TIME : 11:07 AM

ORDER NO. : 071287

CUSTOMER NO: 4380006

CUSTOMER: Mr. C. G. Townsend-72.862
Host Marriott Corporation
10400 Fernwood Road
Bethesda, MD 20817

600001938646

CHANGE OF AGENT

NAME: COURTYARD II ASSOCIATES
MANAGEMENT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
 XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

COPY
 9/4/96
 Fuhrman
 150

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: _____

COURTYARD II ASSOCIATES MANAGEMENT CORPORATION

1b. Date of Incorporation / _____

qualification

Document number _____

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

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

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

The Prentice-Hall Corporation System, Inc.

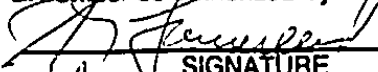
1201 Hays Street

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.



SIGNATURE
Aug. 26, 1996

DATE

Christopher G. Townsend, Vice Pres.

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.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: _____

VICKI SCHREIBER

(Registered Agent) ASST VICE PRESIDENT

DATE _____