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ACCOUNT NO. : 072100000032  
REFERENCE : 006010 4305026  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

*Patricia Pijuts*

ORDER DATE : March 19, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 006010

CUSTOMER NO: 4305026

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CUSTOMER: Julianne M. Ellis, Legal Asst  
Sullivan & Worcester  
One Post Office Square  
Boston, MA 02109

FOREIGN FILINGS

NAME: HPTCY CORPORATION

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

**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. HIPICY 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. Applied For  
(FEI number, if applicable)

4. March 18, 1996  
(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 817.155, F.S.))

7. c/o Hospitality Properties Trust  
400 Centre Street, Newton, MA 02158  
(Current mailing address)

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8. See Attached Exhibit A  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

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: Jay S. Rubin, Sec'y of Corp  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Gerard M. Martin

Address: HRPT Advisors, Inc.  
400 Centre Street  
Newton, MA 02158

Director: Barry M. Portnoy

Address: Sullivan & Worcester  
One Post Office Square  
Boston, MA 02109

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John G. Murray

Address: c/o Hospitality Properties Trust  
400 Centre Street  
Newton, MA 02158

Vice President: Adam D. Portnoy

and Secretary c/o Hospitality Properties Trust  
Address: 400 Centre Street  
Newton, MA 02158

Assistant Secretary: Jennifer B. Clark

Address: Sullivan & Worcester  
One Post Office Square  
Boston, MA 02109

Treasurer: Thomas M. O'Brien

Address: c/o Hospitality Properties Trust  
400 Centre Street  
Newton, MA 02158

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jennifer B. Clark  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jennifer B. Clark, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

EXHIBIT A

HPTCY CORPORATION

The Corporation shall be operated as a "Qualified REIT Subsidiary" as provided in Section 856(i) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provision of any future law or regulation) and any comparable provisions of applicable state law so long as Hospitality Properties Trust, a Maryland real estate investment trust, is the Corporation's sole shareholder. While it so qualifies, the purposes of the Corporation shall be construed in accordance with and shall be limited by the requirements of Section 856(i) of the Code. Subject to the foregoing limitations, the purposes of the Corporation are as follows:

To engage in the business of buying, selling, leasing, holding and financing real and personal property, wherever located in the world, and granting and holding mortgages thereon or thereof and to make commitments for such investments and to engage in all other business activities related thereto.

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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 "HPTCY 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 NINETEENTH DAY OF MARCH, A.D. 1996.

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

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7872532

DATE: 03-19-96