

F9600005344

1201 HAYB STREET

CHICAGO, IL 60603

TEL: 312-222-0393 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 110784 4304394

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajuste

ORDER DATE : October 7, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 110784

600001974956--7

CUSTOMER NO: 4304394

CUSTOMER: Ms. Carrie Richards
Mayer, Brown & Platt
190 South La Salle Street

Chicago, IL 60603

FOREIGN FILINGS

NAME: HOMESTEAD VILLAGE INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

RECEIVED
96 OCT 15 PM 12:30
DIVISION OF CORPORATIONS
FILED
96 OCT 15 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS

R 10/15

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
HOMESTEAD VILLAGE INCORPORATED**

The undersigned, being all of the members of the Board of Directors of Homestead Village Incorporated, a Maryland corporation (the "Corporation"), in accordance with the authority contained in Section 2-408(c) of the Maryland General Corporation Law, as amended, do hereby consent to the following actions and waive any notice required to be given in connection therewith:

RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopt the fictitious name Homestead Village Properties Incorporated for use in transacting business in the State of Florida pursuant to Section 607.311, Florida General Corporation Act, and

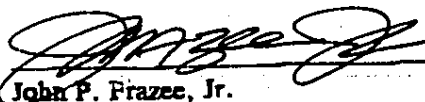
FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida General Corporation Act, and to cause this Corporation to use the said fictitious name in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 7th day of October, 1996.

C. Ronald Blankenship



David C. Dressler, Jr.



John P. Frazer, Jr.

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BEING ALL OF THE MEMBERS OF THE
BOARD OF DIRECTORS OF HOMESTEAD
VILLAGE INCORPORATED, A MARYLAND
CORPORATION

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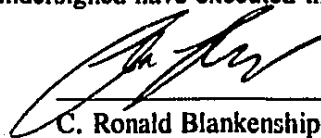
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. HOMESTEAD VILLAGE INCORPORATED
(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. Maryland 3. 74-2770966
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/26/96 5. Perpetual
(Date of incorporation) (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. 125 Lincoln Avenue
Santa Fe, New Mexico 87501
(Current mailing address)
8. Overship, operation and development of extended stay lodging facilities.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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.

By: Michael Donnan Asst. Secretary
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

See Attached List

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

See Attached List

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jeffrey A. Klopff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Jeffrey A. Klopff, Senior Vice President and Secretary
(Typed or printed name and capacity of person signing application)

HOMESTEAD VILLAGE INCORPORATED

Officers

Address: 125 Lincoln Ave.
Santa Fe, NM 87501

David C. Drossler, Jr.
John R. Patterson
Donald J. Schultz
Laurie B. Burns
Robert E. Clark
Gary A. DeLapp
Robert W. Frost, Jr.
Fredric A. Goers
Bradley P. Griggs
A. David Hale
Laura L. Hamilton
W. Geoffrey Jewett
Jeffry A. Jones
Arthur G. May
Gregg A. Plouff
Jerry Quinn
Mark E. Riley
William C. Stead
S. Scott Stewart
Jeffrey A. Klopff
Lucinda G. Marker
Deborah C. Wazny
Bryan J. Flanagan
Michael Simmons

President & Chairman
Senior Vice President
Senior Vice President
Vice President
Vice President, Treasurer & Controller
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Senior Vice President & Secretary
Assistant Secretary
Assistant Secretary
Assistant Controller
Assistant Controller

Directors

C. Ronald Blankenship
David C. Dressler, Jr.
John P. Frazee, Jr.

STATE OF MARYLAND

477614

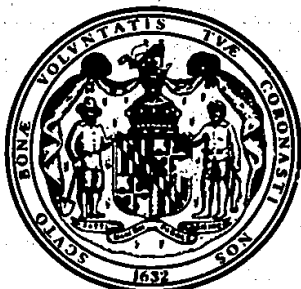
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HOMESTEAD VILLAGE INCORPORATED IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 8TH DAY OF OCTOBER, 1996.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I