

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 14, 1999 8:00 am
Secretary of State

05-14-1999 90009 021 ***300.00

DOCUMENT # F98000001620

1. Corporation Name

USFS MANAGEMENT, INC.



Principal Place of Business

13 CORPORATE SQUARE, STE. 250
ATLANTA GA 30329

Mailing Address

13 CORPORATE SQUARE, STE. 250
ATLANTA GA 30329

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/20/1998

4. FEI Number

58-2373271

Applied For
Not Applicable

5. Certificate of Status Desired ☐

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax. ☒ Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CP	<input type="checkbox"/> DELETE
NAME	LEVEN, MICHAEL A	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	
TITLE	CCFO	<input type="checkbox"/> DELETE
NAME	ARONSON, NEAL K	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	
TITLE	S	<input type="checkbox"/> DELETE
NAME	ARONSON, STEPHEN D	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DARBY, JAMES D	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SHAW, DAVID E SR.	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ROMANIELLO, STEVEN M	
STREET ADDRESS	13 CORPORATE SQUARE, STE. 250	
CITY-ST-ZIP	ATLANTA GA 30329	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	See Attached Exhibit "A"
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Stephen D. Aronson

April 29, 1999

Date

(404) 321-4045

Daytime Phone #

CR2E034 (11/98)

0013237

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550603.90009.42

EXHIBIT "A"
List of Officers and Directors
U.S. Franchise Systems, Inc.

<u>Office</u>	<u>Names</u>	<u>Business Address</u>
President and Chief Executive Officer	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Chief Financial Officer	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Franchise Sales and Administration	Steven Romaniello	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Administration	David E. Shaw, Sr.	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Senior Vice President, Finance	Paula Charles	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Associate General Counsel, Assistant Secretary	Stephen D. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329

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Board of Directors

Dean S. Adler

Lubert-Adler Partners, L.P.
1811 Chestnut Street, 8th Floor
Philadelphia, Pennsylvania 19103

Irwin Chafetz

The Interface Group
300 First Avenue
Needham, Massachusetts 02194

Steven Romaniello

13 Corporate Square, Suite 250
Atlanta, Georgia 30329

Barry Sternlicht

Starwood Capital Group
Three Pickwick Plaza
Greenwich, Connecticut 06830

Michael A. Leven

13 Corporate Square, Suite 250
Atlanta, Georgia 30329

Neal K. Aronson

13 Corporate Square, Suite 250
Atlanta, Georgia 30329

Dr. Jeffrey Sonnenfeld

The Chief Executive Institute
6779 Crescent Drive
Norcross, Georgia 30071

Douglas G. Geoga

Hyatt Hotels Corporation
Madison Plaza, 200 West Madison
Chicago, Illinois 60606

Richard D. Goldstein

Alpine Capital Group
1285 Avenue of the Americas, 21st
New York, New York 10019

David T. Hamamoto

NorthStar Capital Partners, LLC
527 Madison Avenue
16th Floor
New York, New York 10022

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SCHEDULE "A"

List of Officers and Directors
USFS Management, Inc.

<u>Office</u>	<u>Names</u>	<u>Business Address</u>
Chief Executive Officer	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
President	Douglas Longerbone	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Chief Financial Officer	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Franchise Sales and Administration	Steven Romaniello	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Executive Vice President, Administration	David E. Shaw, Sr.	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Senior Vice President, Finance	Paula Charles	13 Corporate Square, Suite 250 Atlanta, Georgia 30329
Associate General Counsel, Secretary	Stephen D. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329

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<u>Office</u>	<u>Names</u>	<u>Business Address</u>
Board of Directors	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, GA 30329
Board of Directors	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, GA 30329