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F98000002030

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002484024--7

-04/09/98--01056--026

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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Lasalle Hotel Properties, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign            | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Certified Copy     |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready               |   |   |
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Thanks, Melanie ☺

4-9-98

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# 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. LaSalle Hotel Properties, 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. Maryland  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. January 13, 1998  
(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 817.156, F.S.))
7. 220 East 42nd Street, New York, New York 10017  
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business.  
(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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## 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

Patrick A. Nolan  
(Registered agent's signature) (Printer)

**Assistant 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: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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B. OFFICERS

President: see attached list of officers

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

Vice President: \_\_\_\_\_

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

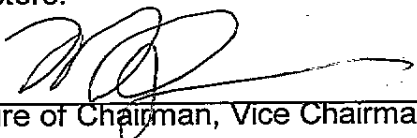
Secretary: \_\_\_\_\_

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. MICHAEL D. BARVELLO, CHIEF OPERATING OFFICER AND  
(Typed or printed name and capacity of person signing application) SENIOR VICE PRESIDENT  
OF ACQUISITIONS

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Trustees and Executive Officers

Upon the effective date of this Prospectus, the Board of Trustees will consist of seven members, each of whom has been nominated for election and has consented to serve, four of whom will be independent trustees. The Board of Trustees will be divided into three classes serving staggered three year terms. Initially, the Company will have two executive officers, Messrs. Bortz and Barnello, who will be compensated by the Advisor and will receive no separate compensation from the company. Certain information regarding the trustees and executive officers of the Company is set forth below.

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Age</u>	<u>Class/Term Expiration</u>
Stuart L. Scott	Chairman of the Board of Trustees	220 E. 42nd. ST. New York, NY 10017	59	Class III/2001
Jon E. Bortz	President, Chief Executive Officer and Trustee	220 E. 42nd ST. New York, NY 10017	41	Class I/1999
Michael D. Barnello	Chief Operating Officer and Senior Vice Pres. of Acquisitions	220 E. 42nd. ST. New York, NY 10017	32	
Darryl Hartley-Leonard	Trustee Nominee	220 E. 42nd, ST. New York, NY 10017	52	Class II/2000
George F. Little, II	Independent Trustee Nominee	220 E. 42nd, ST. New York, NY 10017	48	Class III/2001
Donald S. Perkins	Independent Trustee Nominee	220 E. 42nd. ST. New York, NY 10017	71	Class III/2001
Shimon Topor	Independent Trustee Nominee	220 E. 42nd. ST. New York, NY 10017	54	Class II/2000
Donald A. Washburn	Independent Trustee Nominee	220 E. 42nd. ST. New York, NY 10017	53	Class I/1999

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# STATE OF MARYLAND

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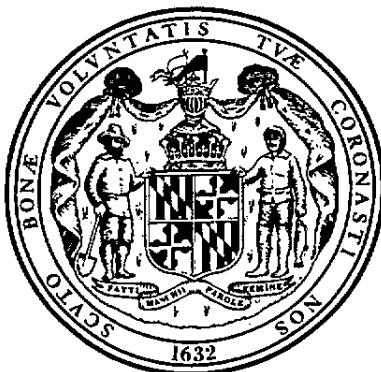
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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 LASALLE HOTEL PROPERTIES 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 31ST DAY OF MARCH, 1998.

*Jacqueline C James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I