



THE UNITED STATES  
CORPORATION  
COMPANY

98000003684

ACCOUNT NO. : 072100000032

REFERENCE : 870327 4380006

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 131.25

ORDER DATE : June 25, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 870327-005

CUSTOMER NO: 4380006

500002573415--8

CUSTOMER: Ms. Susan Wallace, Dept 72.862  
Host Marriott Corporation  
10400 Fernwood Rd.

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMC NAPLES GOLF, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

14533  
JUN 26 AM 10:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
JUN 26 AM 11:40  
DIVISION OF CORPORATION



RECEIVED  
JUN 23 11 21 AM  
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 26, 1998

CSC  
ATTN: JANNA WILSON

SUBJECT: HMC NAPLES GOLF, INC.  
Ref. Number: W98000014733

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 698A00035146

**RESUBMIT**  
Please give original  
submission date as file date

**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. HMC Naples Golf, 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. Delaware  
(State or country under the law of which it is incorporated)
3. On Order  
(FEI number, if applicable)
4. June 25, 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 817.155))
7. 10400 Fernwood Road, Dept. 862 Bethesda, Maryland 20817  
(Current mailing address)
8. To develop and own a golf course.  
(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  
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 [Signature]  
(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: Robert E. Parsons, Jr.

Address: 10400 Fernwood Road, Dept. 923

Bethesda, Maryland 20817

Director: Christopher G. Townsend

Address: 10400 Fernwood Road, Dept. 923

Bethesda, Maryland 20817

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

President: Robert E. Parsons, Jr.

Address: Same as Above

Vice President: Christopher G. Townsend

Address: Same As Above

Secretary: Christopher G. Townsend

Address: Same as Above

Treasurer: Bruce D. Wardinski

Address: Same as Above

**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. Christopher G. Townsend, Vice President

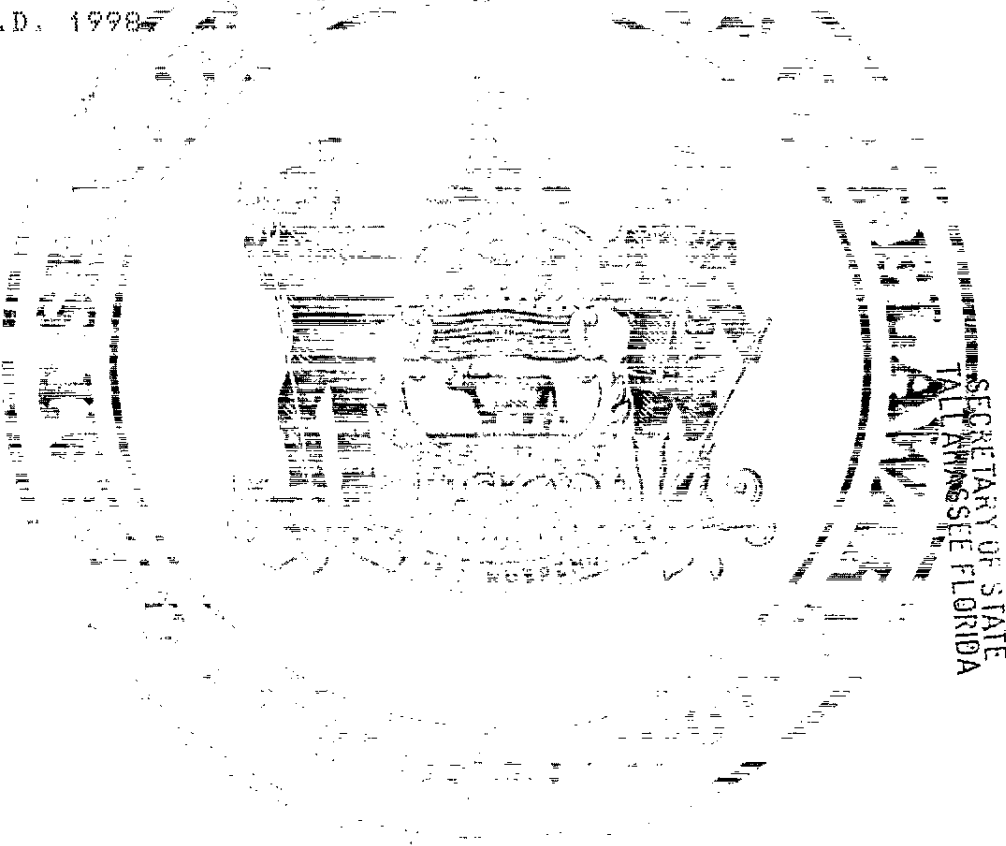
(Typed or printed name and capacity of person signing application)

FILED  
98 JUN 26 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMC NAPLES GOLF, INC." 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 TWENTY-FIFTH DAY OF JUNE, A.D. 1998.

**FILED**

98 JUN 26 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Edward J. Freel, Secretary of State

2913303 8300

981248200

AUTHENTICATION:

9163541

DATE:

06-25-98