

M040000 04953

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

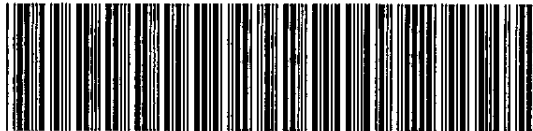
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 969632 7295683

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : November 12, 2004

ORDER TIME : 3:37 PM

ORDER NO. : 969632-005

CUSTOMER NO: 7295683

CUSTOMER: Martha Mellblom, Paralegal
The Kimpton Group
Suite 200
222 Kearny Street
San Francisco, CA 94108

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: KIMPTON GROUP HOLDING LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Kimpton Group Holding LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 94-3386160
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. January 16, 2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 222 Kearny Street, Suite 200
San Francisco, CA 94108
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Thomas W. LaTour, 222 Kearny Street, Suite 200, San Francisco, CA 94108

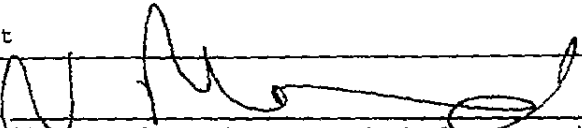
Michael Depatie, 222 Kearny Street, Suite 200, San Francisco, CA 94108

J. Kirke Wrench, 222 Kearny St., Ste 200, San Francisco, CA 94108 (SEE ATTACHED)

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Hotel Management


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nir E. Margalit

Typed or printed name of signee

FILED
04 NOV 12 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

Kimpton Group Holding LLC

9. The name and usual business addresses of the managing members or managers are as follows:

Niki Leondakis, 222 Kearny Street, Suite 200, San Francisco, CA 94108

Joseph Long, 222 Kearny Street, Suite 200, San Francisco, CA 94108

Nir Margalit, 222 Kearny Street, Suite 200, San Francisco, CA 94108

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Kimpton Group Holding LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: Deborah D. Skipper

(Signature)

**Deborah D. Skipper
Asst. V. Pres.**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIMPTON GROUP HOLDING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KIMPTON GROUP HOLDING LLC" WAS FORMED ON THE SIXTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3345080 8300

040817909

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3473253

DATE: 11-12-04