

M14000004833

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

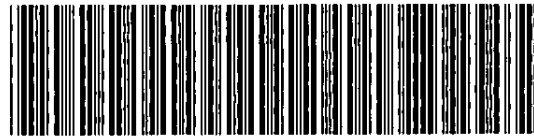
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

JUL -9 2016

A. LUNT

Office Use Only



500261465355

FILED  
RECEIVED  
DEPARTMENT OF STATE  
2014 JUL -8 AM 10:13  
14 JUL -8 PM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 207654 7481856

AUTHORIZATION : *Spurlockman*

COST LIMIT : \$ 125.00

ORDER DATE : July 8, 2014

ORDER TIME : 2:24 PM

ORDER NO. : 207654-030

CUSTOMER NO: 7481856

2014 JUL -8 AM 13  
FILED  
JUL 8 2014  
FIDELITY & SECURITY  
CORPORATION

FILED

FOREIGN FILINGS

NAME: HST DOWNTOWN MIAMI LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: \_\_\_\_\_

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: HST Downtown Miami LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Melissa Durbin

Name of Person

Host Hotels & Resorts, Inc.

Firm/Company

6903 Rockledge Drive, Suite 1500

Address

Bethesda, Maryland 20817

City/State and Zip Code

ron.clarke@hosthotels.com

E-mail address: (to be used for future annual report notification)

RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

2014 JUL -8 AM 10:13

FILED

For further information concerning this matter, please call:

Melissa Durbin

Name of Contact Person

at ( 240 )

Area Code

744-5163

Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. HST Downtown Miami LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_

(FEI number, if applicable)

4. Upon qualification

(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

(Street Address of Principal Office)

6. 6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

(Mailing Address)

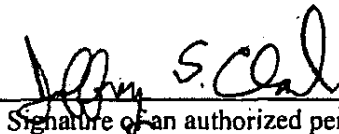
7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Gregory J. Larson as President at 6903 Rockledge Drive, Suite 1500 Bethesda, Maryland 20817

Brian Macnamara as Manager at 6903 Rockledge Drive, Suite 1500 Bethesda, Maryland 20817

Jeffrey S. Clark as Vice President and Manager at 6903 Rockledge Drive, Suite 1500 Bethesda, Maryland 20817

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Jeffrey S. Clark

Typed or printed name of signee

FILED

2013 JUL -8 AM 10:13  
RECEIVED  
CLERK OF THE  
COURT  
STATE OF FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

HST Downtown Miami LLC

If unavailable, the alternate to be used in the state of Florida is:

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 605, Florida Statutes.*

Corporation Service Company

By:

Emily Gray Asst VP  
(Signature)

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

2014 JUL -8 AM 10:19  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

FILED

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HST DOWNTOWN MIAMI 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 EIGHTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HST DOWNTOWN MIAMI LLC" WAS FORMED ON THE EIGHTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5564807 8300

140928731



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1516319

DATE: 07-08-14