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**Foreign Limited Liability Company
 Faena Hotels & Resorts (Maryland) LLC**

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T. LEMIEUX

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

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

1. Faena Hotels & Resorts (Maryland) 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. MARYLAND 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FID number, if applicable)

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

5. 137 National Plaza, Suite 300, Unit 306 6. 137 National Plaza, Suite 300, Unit 306
(Street Address of Principal Office) (Mailing Address)
National Harbor, Maryland 20745 National Harbor, Maryland 20745
_____ _____
_____ _____

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C.T. Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:

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 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.

By: Tracy Kellner C.T. Corporation System
Tracy Kellner - Assistant Secretary
(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: **Name and Address:**

☒ Manager Name: Jeffrey Doane

☐ Member Address: 137 National Plaza

☐ Authorized Suite 300, Unit 306

Person National Harbor, MD 20745

☒ Other Senior Vice President, Sales & Marketing, North & Central America ☐ Other _____

☐ Manager Name: Heather McCrory

☐ Member Address: 155 Wellington Street West

☐ Authorized Suite 3300

Person Toronto, ON M5V 0C3

☒ Other President ☐ Other _____

☐ Manager Name: J. Gregor Doman

☐ Member Address: 137 National Plaza

☐ Authorized Suite 300, Unit 306

Person National Harbor, MD 20745

☒ Other Senior Vice President, Development, North & Central America, Sales & Marketing, Americas & International ☐ Other _____

Title or Capacity: **Name and Address:**

☒ Manager Name: Barbara Kilner

☐ Member Address: 155 Wellington Street West

☐ Authorized Suite 3300

Person Toronto, ON M5V 0C3

☒ Other Senior Vice President, General Counsel, North & Central America and Secretary ☐ Other _____

☐ Manager Name: Geraldine Wright

☐ Member Address: 155 Wellington Street West

☐ Authorized Suite 3300

Person Toronto, ON M5V 0C3

☒ Other Chief Financial Officer, North & Central America and Treasurer ☐ Other _____

☐ Manager Name: Christopher McAdam

☐ Member Address: 137 National Plaza

☐ Authorized Suite 300, Unit 306

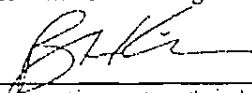
Person National Harbor, MD 20745

☒ Other Vice President, Legal Counsel, North & Central America ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.



Signature of an authorized person

Barbara Kilner

Typed or printed name of signer

**ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
FAENA HOTELS & RESORTS (MARYLAND) LLC**

Title or Capacity: Other - Assistant Treasurer

Name and Address:

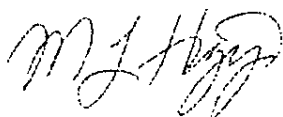
Name: Guillaume Thibaut
Address: 155 Wellington Street West
Suite 3300
Toronto, ON M5V 0C3

STATE OF MARYLAND
Department of Assessments and Taxation

I, MICHAEL L. HIGGS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES, OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FAENA HOTELS & RESORTS (MARYLAND) LLC (W21004569), REGISTERED OCTOBER 08, 2020, IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS NOVEMBER 11, 2020.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1340 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

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