

554 Kansas Avenue
1515 NationsBank Tower
TOPEKA, KANSAS 66603
(785) 233-3600
Fax (785) 233-1610

FOULSTON & SIEFKIN L.L.P.

ATTORNEYS AT LAW
700 NationsBank Financial Center
WICHITA, KANSAS 67202
(316) 267-6371
Fax (316) 267-6345

810 Frontview
P.O. Box 1147
DODGE CITY, KANSAS 67801
(316) 227-8126
FAX (316) 227-8451

KANSAS MEMBER: LEX MUNDI, A GLOBAL ASSOCIATION OF 126 INDEPENDENT LAW FIRMS

WICHITA

ROBERT L. HOWARD
CHARLES J. WOODIN
MICHEL L. STOUT
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PHILIP S. FRICK
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TAMARAL DAVIS

SPECIAL COUNSEL

GAYE B. TIBBETS
DAVID M. TRASTER
JOHN C. PECK

OF COUNSEL

RICHARD C. HARRIS

RETIRED

WILLIAM H. DYE
ROBERT H. DARTMOUTH
GERALD SAWATZKY
ROBERT M. SIEFKIN

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002399787--0
-01/14/98-01058-002
*****337.50 *****337.50

Re: Candlewood Clearwater, FL, LLC - Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed for filing on behalf of Candlewood Clearwater, FL, LLC, a Delaware limited liability company, are duplicate originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company, and Certificate of Designation of Registered Agent/Registered Office.

Also enclosed are a Certificate of Good Standing issued by the Delaware Secretary of State on December 22, 1997, and a check for the total filing fees of \$337.50 which includes a certified copy of the filed Application.

Please forward the letter of acknowledgment and certified copy to me at the Wichita address above upon registration of the company. Should you have any questions, please feel free to call me at 1-800-267-6371. Thank you for your assistance.

Name	1/15/98
Availability	acc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Enclosures	DCC

Sincerely,

FOULSTON & SIEFKIN L.L.P.

Kathleen R. Leal

Kathleen R. Leal
Legal Assistant

m98000000035

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

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

1. Candlewood Clearwater, FL, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. December 12, 1997
(Date of Organization)
5. December 31, 2025
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 2-27-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9342 East Central
Wichita, Kansas 67206
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Candlewood Hotel Company, Inc.</u>	<u>MGRM</u>	_____	_____
<u>9342 East Central</u>	_____	_____	_____
<u>Wichita, Kansas 67206</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

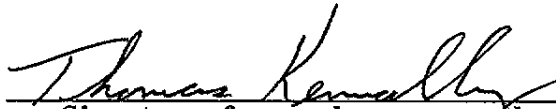
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Candlewood Clearwater,
FL, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$10,000.00 ;
98 .00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Thomas Kennalley, Vice President-Controller of Candlewood Hotel
Company, Inc., Manager and Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Candlewood Clearwater, FL, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

C T CORPORATION SYSTEM

M. S. Green
(Signature)

M. S. Green, Asst. Secretary

1/7/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANDLEWOOD CLEARWATER, FL, 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 DECEMBER, A.D. 1997.

FILED

98 JAN 14 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8809561

12-12-97

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