

# Department of State

**CERTIFICATE OF AUTHORITY  
OF**

MOTEL 6 G.P., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOTEL 6 G.P., INC.

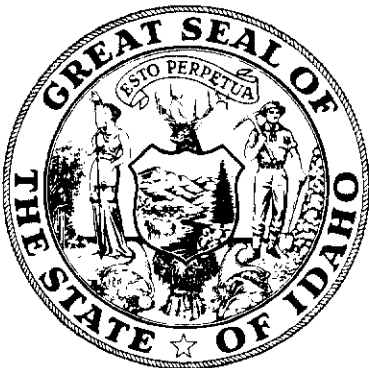
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MOTEL 6 G.P., INC.

to transact business in this State under the name MOTEL 6 G.P., INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **July 24, 1986**



Robt. C. Cavanaugh

SECRETARY OF STATE

*Lucy J Clark*  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MOTEL 6 G.P., INC.
2. The name which it shall use in Idaho is \_\_\_\_\_
- (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is June 17, 1985 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. \_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 1010 First Interstate Bank Building, 700 West Idaho, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is UNITED STATES CORPORATION COMPANY
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Construct, acquire, operate, and dispose of motels and other activities ancillary thereto.
9. The names and respective addresses of its directors and officers are:

Name

Office

Address

SEE ATTACHED

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100	Common	\$100.00
25,000	Preferred	\$ .01

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
10	Common	\$100.00
24,999	Preferred	\$ .01

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated: July 17, 1986

MOTEL 6 G.P., INC.

By

P. Gordon Stafford

Its President/Vice President (please specify)

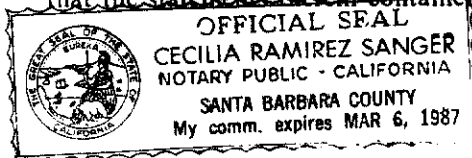
and

Robert B. Soderborg, Jr.  
Its Secretary/Assistant Secretary (please specify)

STATE OF CALIFORNIA )  
 )ss  
COUNTY OF SANTA BARBARA )

I, Cecilia Ramirez Sanger, a notary public, do hereby certify that on this 17th day of July, 19 86, personally appeared before me P. Gordon Stafford and Robert B. Soderborg, Jr., who being by me first duly sworn, declared that they is the Vice President and Ass. Sec. Secretary of MOTEL 6 G.P., INC.

that he signed the foregoing document as Vice President & Ass. Sec. Secretary of the corporation and that the statements therein contained are true.



Cecilia Ramirez Sanger  
Notary Public

EXHIBIT "A"  
DIRECTORS OF  
MOTEL 6 G.P., INC.

<u>Name</u>	<u>Position</u>	<u>Address</u>
Joseph W. McCarthy	Director	60 Braemar Ranch Lane - Santa Barbara, CA 93109
David F. Brown	Director	5151 Collins Ave., Apt. PH-E Miami Beach, FL 33140
Jerome Kohlberg, Jr.	Director	Crow Hill Road Mt. Kisco, NY 10549
Henry R. Kravis	Director	71 East 71st St. New York, NY 10021
George R. Roberts	Director	292 Valparaiso Atherton, CA 94025
Robert I. MacDonnell	Director	121 New Place Road - Hillsborough, CA 94010
Saul A. Fox	Director	715 Seabury Road Hillsborough, CA 94010
Thomas W. Hudson, Jr.	Director	164 Stanwich Road Greenwich, CT 06830

NOTE: All Directors elected to one-year term beginning  
July, 1986.

EXHIBIT "B"

OFFICERS OF  
MOTEL 6 G.P., INC.

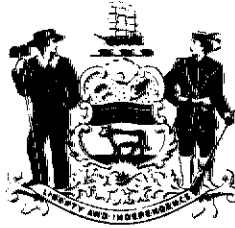
<u>Name</u>	<u>Position</u>	<u>Address</u>
Joseph W. McCarthy	Chief Executive Officer and President	60 Braemar Ranch Lane - Santa Barbara, CA 93109
William F. Muster	Executive Vice President - Operations	790 Las Cruces Goleta, CA 93117
James A. Rice	Senior Vice President - Finance and Treasurer	5529 Camino Cerralvo - Santa Barbara, CA 93111
James D. Peebles, III	Vice President- Development	4730 Camino del Rey - Santa Barbara, CA 93110
P. Gordon Stafford	Vice President, General Counsel and Secretary	51 Hitchcock Way Santa Barbara, CA 93105
Hugh Thrasher	Vice President - Marketing	3505 State Street Santa Barbara, CA 93105
Emmett Gossen, Jr.	Vice President - Acquisitions	70 Centre Milton, Massachusetts 02186
Arthur P. Witt	Executive Vice President - Finance and Administration	51 Hitchcock Way Santa Barbara, CA 93105
N. Charles Fuhrman	Vice President - Human Resources	51 Hitchcock Way Santa Barbara, CA 93105
Daniel M. Rumfelt	Vice President and Controller	4811 Via Los Santos Santa Barbara, CA 93111

Robert B.  
Soderborg, Jr.

Associate General  
Counsel and  
Assistant Secretary

1430 Las Positas  
Place  
Santa Barbara, CA  
93105

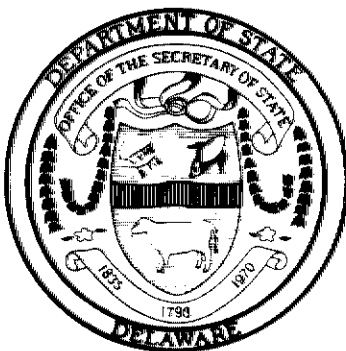
State of Delaware




83 JUL 24 11 06

## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE  
DO HEREBY CERTIFY MOTEL 6 G.P., INC. (incorporated June 17, 1985)  
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE IS  
IS IN GOOD AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS  
OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



  
Michael Harkins, Secretary of State

AUTHENTICATION: 

DATE: July 22, 1986