

No. 65724	Idaho Corporation Annual Report Form Due No Later Than November 1, 1989	2. Registered Agent and Office
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 SEC. OF STATE NO FEE REQUIRED 89 OCT 23 PM 2 33		1. Mailing Address — <i>Please Correct</i> 65724 QUALITY INNS INTERNATIONAL, INC. TAX DEPARTMENT 10750 COLUMBIA PIKE SILVER SPRING MD 20901

4. Names and Addresses of Officers and Directors

	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President:	<i>See Schedule Attached</i>				
Secretary:					
Directors:					

5. Nature of Business

HOTEL FRANCHISOR

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.

 Signature *[Signature]*
 Name (Type or Print)

GERALD F. HICKEY

Date

10-18-89

Title

ASST. TREASURER

QUALITY INNS INTERNATIONAL, INC.

Directors

Jack R. Anderson
Stewart Bainum, Jr.
Stewart Bainum
Joseph W. Barr
Jerry E. Robertson

Robert C. Hazard
Allen W. Mathis, Jr.
Gerald W. Petitt
C. Arnold Renschler

Officers

Stewart Bainum, Jr.	Chairman
Stewart Bainum	Vice Chairman
Robert C. Hazard	President & Chief Executive Officer
Gerald W. Petitt	Executive VP & Chief Operating Officer
James H. Rempe	Sr. VP, General Counsel & Secretary
James A. MacCutcheon	Sr. VP, Finance and Treasurer
Weldon R. Humphries	Sr. VP, Real Estate & Development
Frederick W. Mosser	Sr. VP, Franchise Development
Alan Marsh	VP, Risk Management
Brendan M. Ebbs	VP, International Division
Barry L. Smith	VP, Marketing
Steven W. Mullinger	VP, Franchise System
Charles Jennings	VP, Finance
Margarita Schoendorfer	Corporate Controller
Gerald F. Hickey	Assistant Treasurer
Everett F. Casey	Asst. Secretary & Asst. General Counsel
K. Peter Kemezys	Asst. Secretary & Asst. General Counsel
Leo H. Phillips, Jr.	Asst. Secretary & Asst. General Counsel

State of Incorporation: Delaware
Date of Incorporation: 12/12/80
Revised: 7/89

QUALITY INNS INTERNATIONAL, INC.

Stewart Bainum, Jr.
Chairman

9039 Sligo Creek Parkway
Silver Spring, MD 20901

Stewart Bainum
Vice Chairman

705 Edelblut Drive
Silver Spring, MD 20901

Jack R. Anderson
Director

5203 W. Grove Drive
Dallas, TX 75248

Joseph W. Barr
Director

Route 1, Box 322
Houyhnhnm Farm
Hume, VA 22639

Allen W. Mathis, Jr.
Director

3038 Bankhead Avenue
Montgomery, AL 36106

C. Arnold Renschler
Director

12021 Wetherfield Lane
Potomac, MD 20854

Jerry E. Robertson
Director

10 Partridge Lane
St. Paul, MN 55127

Robert C. Hazard
Director, President & Chief
Executive Officer

9732 Berman Woods Way
Potomac, MD 20854

Gerald W. Petitt
Director, Executive VP & Chief
Operating Officer

6404 Hillmead Road
Bethesda, MD

James H. Rempe
Sr. VP, General Counsel &
Secretary

7610 Connecticut Avenue
Chevy Chase, MD 20815

James A. MacCutcheon
Sr. VP, Finance & Treasurer

1614 Montmorency Drive
Vienna, VA 22180

Weldon R. Humphries
Sr. VP, Real Estate &
Development

2118 Sondra Court
Silver Spring, MD 20904

Alan Marsh
Vice President, Risk Management

778 Live Oak Drive
Millersville, MD 21108

Frederick W. Mosser
Sr. VP, Franchise Development

5609 Lamar Road
Bethesda, MD 20816

Brendan M. Ebbs
VP, International Division

21044 Sixpence Circle
Columbia, MD 21044

Steven W. Mullinger
VP, Franchise System

Barry L. Smith
VP, Marketing

Charles Jennings
VP, Finance

Margarita Schoendorfer
Corporate Controller

Gerald F. Hickey
Assistant Treasurer

Everett F. Casey
Assistant Secretary

K. Peter Kemezys
Assistant Secretary

Leo H. Phillips, Jr.
Assistant Secretary

1913 Park Vista Drive
Silver Spring, MD 20906

921 Logtown Road
Ellicott City, MD 21043

10428 Schoolmaster Place
Columbia, MD

8805 Harness Trail
Potomac, MD 20854

11901 Lanner Place
Laurel, MD 20708

13005 Sunstone Court
Silver Spring, MD 20904

14543 Macbeth Drive
Silver Spring, MD 20904

4740 Connecticut Ave., NW
Apt. 702
Washington, DC 20008

7/89