



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

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 R.I. DEPT. OF STATE  
 BUS. SVCS. DIV.  
 2017 AUG 18 PM 12:03

## Certificate of Authority

FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: <b>Cambridge TRS, Inc.</b>		
2. It is incorporated under the laws of: <b>Maryland</b>		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: <b>1/3/2012</b> And the period of its duration is: <b>CHECK ONLY ONE BOX</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: <b>255 Washington Street, Suite 300, Newton, MA 02458</b>		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name <b>Corporation Service Company</b> Street Address (NOT a P.O. Box) <b>222 Jefferson Boulevard, Suite 200</b> City/Town <b>Warwick</b> State <b>RHODE ISLAND</b> Zip Code <b>02888</b>		

### MAIL TO:

Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

**Operate a hotel and any other lawful purpose.**

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Barry M. Portnoy	255 Washington Street, Suite 300, Newton, MA 02458
Adam D. Portnoy	255 Washington Street, Suite 300, Newton, MA 02458
John G. Murray	255 Washington Street, Suite 300, Newton, MA 02458

Check the box to indicate an attachment. ☐

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	John G. Murray	255 Washington Street, Suite 300, Newton, MA 02458
VICE PRESIDENT	Ethan S. Bornstein	255 Washington Street, Suite 300, Newton, MA 02458
TREASURER	Mark L. Kleifges	255 Washington Street, Suite 300, Newton, MA 02458
SECRETARY	John G. Murray	255 Washington Street, Suite 300, Newton, MA 02458

Check the box to indicate an attachment. ☐

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
3,000	Common		\$0.01 par value per share

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ 6,500,000.00

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 0.00

(c) Estimate, as a percentage, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

0 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.

\$ 336,000,000.00

(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

\$ 3,500,000.00

(c) Estimate, as a percentage, the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.

1.042 %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

13. Date when the Certificate of Authority will be effective: **CHECK ONLY ONE BOX**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the day of filing) \_\_\_\_\_

*Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.*

Type or Print Name of Authorized Officer

**Mark Kleifges, Treasurer and CFO**

Date

**8/17/2017**

Signature of Authorized Officer of the Corporation

 SIGN DOCUMENT HERE

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

**STATE OF MARYLAND**  
***Department of Assessments and Taxation***

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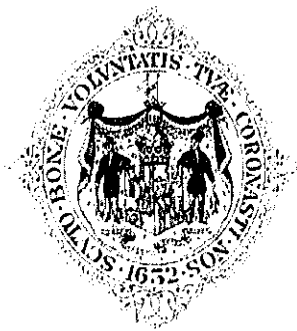
I, MICHAEL L. HIGGS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT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

I FURTHER CERTIFY THAT CAMBRIDGE TRS, INC. (D14441075), INCORPORATED JANUARY 03, 2012, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

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 AUGUST 14, 2017.



**Michael L. Higgs**  
**Director**



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

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State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

August 18, 2017 12:03 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

