

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Holiday Inns Franchising, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Holiday Inns Franchising, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 11-3-89 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

To purchase, develop, lease, build, operate, own, franchise, rent or sell hotels and lodging facilities, and all facilities incidental or ancillary thereto. To enter into any lawful contracts, agreements, mortgages, ventures, obligations, or arrangements incidental to the foregoing purpose.

**EIGHTH:** The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED LIST	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

**NINTH:** 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	--	\$1.00

**TENTH:** The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	--	\$1.00

**ELEVENTH:** An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 10,000,000.

**TWELFTH:** An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-.

**THIRTEENTH:** An estimate of the gross amount of business to be transacted by it during such year is \$ 50,000.

**FOURTEENTH:** An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000.00.

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

Dated November 28, 19 89

Holiday Inns Franchising, Inc.  
[Exact Corporate Name of Corporation Making Application]

By Craig H. Hunt  
Craig H. Hunt, Its President  
and Peter J. Davis  
Peter J. Davis, Its Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

} Sc.

At Orlando in said County on the 28th day  
of November 1989, before me personally appeared  
Craig H. Hunt, who being by me first duly sworn, declared that  
he is the President of Holiday Inns Franchising, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Linda N. Hunt  
Notary Public

(NOTARIAL SEAL)

Notary Public, State of Florida at Large  
My Commission Expires January 12, 1990

✓ 9918  
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RECEIVED  
SECRETARY OF STATE  
CORPORATION

JAN 10 2 03 AM '90

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FISCAL & FINANCIAL JAN 10 1990

EXHIBIT 3

DIRECTORS

NAME	BUSINESS ADD.	HOME ADD.	TERM EXP.
Craig H. Hunt	5955 T.G. Lee Blvd. Suite #430 Orlando, FL 32822	6421 St. Partin Pl. Orlando, FL 32812	11/90
Bryan D. Langton	26 Bridge Street Banbury Oxfordshire, ENGLAND OX16 8RQ	Westwood Lodge Shelton Road Burford, Oxon OX8 4PA U.K.	11/90
John O'Neil	The Quadrangle 2701 E. Camelback Rd. Suite #484 Phoenix, AZ 85016	7826 Spanish Oaks Scottsdale, AZ 85258	11/90

OFFICERS

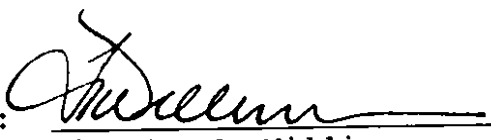
NAME	BUSINESS ADD.	HOME ADD.	TITLE	
Craig H. Hunt	5955 T.G Lee Blvd. Suite #430 Orlando, FL 32822	6421 Partin Pl Orlando, FL 32812	Pres	11/90
Peter J. Davis	5955 T.G. Lee Blvd. Suite #430 Orlando, FL 32822	5530 Cedar Pine Dr. Orlando, FL 32819	VP/Sec.	11/90
James L.Kacena	5955 T.G. Lee Blvd. Suite #430 Orlando, FL 32822	6536 Fairway Hill Ct. Orlando, FL 32811	Assist Sec.	11/90

CONSENT TO USE OF NAME

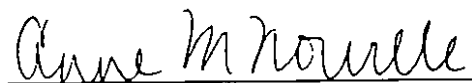
Holiday Inns, Inc., a corporation organized under the laws of the State of Tennessee, hereby consents to the organization-qualification of Holiday Inns Franchising, Inc. in the State of Rhode Island.

IN WITNESS WHEREOF, the said Holiday Inns, Inc. has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 5th day of January, 1990.

HOLIDAY INNS, INC.

By:   
Timothy V. Williams  
Vice President

Attest:

  
Anne M. Norville  
Assistant Secretary

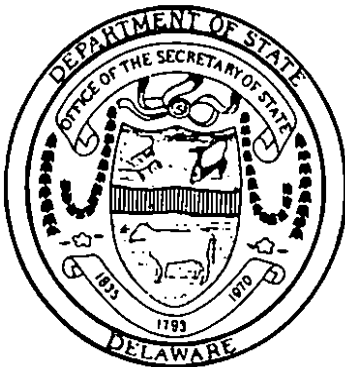
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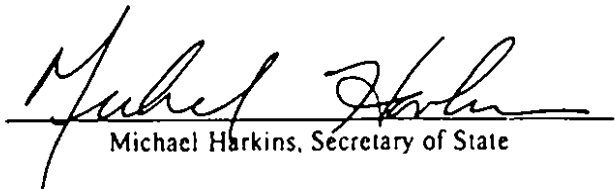
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF HOLIDAY INNS FRANCHISING, INC. FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12478795

DATE: 01/04/1990