

Filing and License Fee: \$310.00 minimum

ID Number: 138830



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

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

- The name of the corporation is Newport Hospitality Group, Inc. *(10) 55848*
- It is incorporated under the laws of Virginia
- The name, if different, which it elects to use in Rhode Island is:
 - 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:
n/a
 - 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:
NHG/RI Hotel Management, Inc. *cv*
- The date of its incorporation is October 29, 1991 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 460 McLaws Circle, Suite 120, Williamsburg, VA 23185
- The address of its proposed registered office in Rhode Island is 797 Bald Hill Road
(Street Address, not P.O. Box)
Warwick, RI 02886 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Maryanne Pezzullo, Esq.
(Name of Agent)

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

The corporation is a member of Newport Warwick, LLC, which is a member of Jefferson Hospitality LLC, a Rhode Island LLC. ~~The corporation will serve as the manager of property owned by Jefferson Hospitality, LLC under a written management agreement.~~

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Michael L. Pleninger</u>	<u>460 McLaws Circle, Suite 120, Williamsburg, VA 23185</u>
Director	<u>William G. Carey, III</u>	<u>460 McLaws Circle, Suite 120, Williamsburg, VA 23185</u>
President	<u>Michael L. Pleninger</u>	<u>460 McLaws Circle, Suite 120, Williamsburg, VA 23185</u>
Vice President	<u>n/a</u>	
Treasurer	<u>n/a</u>	
Secretary	<u>William G. Carey, III</u>	<u>460 McLaws Circle, Suite 120, Williamsburg, VA 23185</u>

FILED
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By KMC
C21527

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 Statement that Shares are without Par Value
5,000		Common	No Par Value

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100		Common	No Par Value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 100,000.00.

- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 5,000.00.

- (c) An estimate, expressed as a percentage, of 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, is 5 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 500,000.00.

- (b) An estimate 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 is \$ 50,000.00.

- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 10 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 2/20/04

Newport Hospitality Group, Inc.

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

By

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF VIRGINIA
COUNTY OF NEWPORT NEWS
CITY

In Virginia, on this 25th day of FEBRUARY, 2004, before me personally appeared MICHAEL L. PLENIKER AND SWILL J. LASSEN who, being duly sworn, declared that he/she is the PRESIDENT AND ASST. SECRETARY of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

JENNIFER R. ZOLLIS
Notary Public

My Commission Expires: 3/31/06

ARTICLES OF INCORPORATION

OF

Newport Hospitality Group, Inc.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is:
Newport Hospitality Group, Inc.
2. The number (and classes, if any) of shares the corporation is authorized to issue is (are):

Number of shares authorized	Class(es)
<u>5,000</u>	<u>Common</u>
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3. A. The corporation's initial registered office address, including street and number, is:
11828 Canon Boulevard, Suite E, Newport News VA 23606
(Number) (Street) (City or Town) (Zip Code)

B. The registered office is located in:
the City of Newport News OR the County of _____

4. A. The name of the corporation's initial registered agent, whose business office is identical with the above registered office, is: Michael L. Pleninger

B. The initial registered agent is (mark appropriate box):

- (1) An individual who is a resident of Virginia and
☒ (X) an initial director of the corporation
☐ () a member of the Virginia State Bar

OR

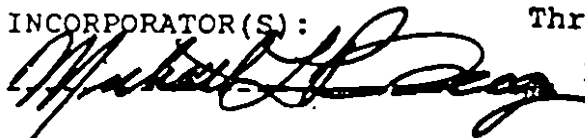
- (2) ☐ () A professional corporation registered under the provisions of Section 54.1-3902, Code of Virginia

5. The names and addresses of the initial directors (required if the initial registered agent is an initial director) are:

Michael L. Pleninger; 11828 Canon Blvd. - Suite E
Newport News, VA 23606

William Gibson Carey, III; P.O. Box 250; (State Hwy 222)

6. INCORPORATOR(S): Throckmorton, TX 76483

 Michael L. Pleninger

Signature(s)

Printed name(s)

See instructions on the reverse.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 29, 1991

The State Corporation Commission has found the accompanying
articles submitted on behalf of

NEWPORT HOSPITALITY GROUP, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective October 29, 1991.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

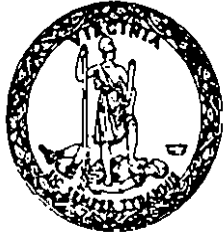
By

Thomas P. Hamwood, Jr.

Commissioner

CORPACPT
CIS20423
91-10-29-0065

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of NEWPORT HOSPITALITY GROUP, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 10, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission