

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 7 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF INCORPORATION-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 02 BUSINESS CODE 03

1000361989782432

Close _____ Stock ☒ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

 ID # D07944820 ACK # 1000361989782432
 LIBER: B00651 FOLIO: 0778 PAGES: 0007
 MPC, INC.

Surviving (Transferee) _____

05/06/2004 AT 02:24 P WO # 0000890287

New Name _____

FEES REMITTED
 Base Fee: 100
 Org. & Cap. Fee: 70
 Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

1 Certified CopiesCopy Fee: 26

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 216
 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 _____ and Resident Agent's Address
 _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 007

Attention: _____

Mail to Address: _____

Credit Card _____ Check 1 Cash _____

_____ Documents on _____ Checks

Approved By: Ms 113Keyed By: JS

COMMENT(S):

CERTIFIED
COPY MADE

Stamp Work Order and Customer Number Here

 CUST ID: 0001376907
 WORK ORDER: 0000890287
 DATE: 05-10-2004 10:32 AM
 AMT. PAID: \$216.00

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID:0001376907
WORK ORDER:0000890287
DATE:05-10-2004 10:32 AM
AMT. PAID:\$216.00

MPC, INC.**ARTICLES OF INCORPORATION**

THIS IS TO CERTIFY THAT:

**ARTICLE I
INCORPORATOR**

I, Suzanne D. Lecaroz, whose address is c/o Goodwin Procter LLP, Exchange Place, Boston, MA 02109, being at least eighteen (18) years of age, hereby form a corporation under the general laws of the State of Maryland.

**ARTICLE II
NAME**

The name of the corporation (the "Corporation") is:

MPC, Inc.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland as now or hereafter in force.

**ARTICLE IV
PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT**

The address of the principal office of the Corporation is c/o Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. The name of the resident agent of the Corporation is Corporation Trust Incorporated, and the address of the resident agent is 300 East Lombard Street, Baltimore, Maryland 21202.

**ARTICLE V
PROVISIONS FOR DEFINING, LIMITING
AND REGULATING CERTAIN POWERS OF THE
CORPORATION AND OF THE STOCKHOLDERS AND DIRECTORS**

Section 5.1 Number of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation initially shall be one (1), which number may be increased or decreased pursuant to

the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law ("MGCL"). The name of the director who shall serve until the first annual meeting of stockholders and until his successors are duly elected and qualify is:

William W. McCarten

This director may increase the number of directors and may fill any vacancy, whether resulting from an increase in the number of directors or otherwise, on the Board of Directors occurring before the first annual meeting of stockholders in the manner provided in the Bylaws.

Section 5.2 Authorization by Board of Stock Issuance. The Board of Directors may authorize the issuance from time to time of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restrictions or limitations, if any, as may be set forth in the charter or the Bylaws.

Section 5.3 Preemptive Rights. Except as may be provided by the Board of Directors in setting the terms of classified or reclassified shares of stock pursuant to Section 6.4, no holder of shares of stock of the Corporation shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation or any other security of the Corporation which it may issue or sell.

Section 5.4 Indemnification. The Corporation shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 5.5 Determinations by Board. The determination by the Board of Directors as to any matter relating to the business and affairs of the Corporation shall be final and conclusive and shall be binding upon the Corporation and every holder of shares of its stock.

ARTICLE VI STOCK

Section 6.1 Authorized Shares. The Corporation has authority to issue one thousand (1000) shares of Common Stock, \$0.01 par value per share ("Common Stock"), one thousand

(1000) shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$20.00. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. The Board of Directors, without any action by the stockholders of the Corporation, may amend the charter to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue.

Section 6.2 Common Stock. Subject to the provisions of Article VII, each share of Common Stock shall entitle the holder thereof to one vote. The Board of Directors may reclassify any unissued shares of Common Stock from time to time in one or more classes or series of stock.

Section 6.3 Preferred Stock. The Board of Directors may classify any unissued shares of Preferred Stock and reclassify any previously classified but unissued shares of Preferred Stock of any series from time to time, in one or more series of stock.

Section 6.4 Classified or Reclassified Shares. Prior to issuance of classified or reclassified shares of any class or series, the Board of Directors by resolution shall: (a) designate that class or series to distinguish it from all other classes and series of stock of the Corporation; (b) specify the number of shares to be included in the class or series; (c) set or change, subject to the express terms of any class or series of stock of the Corporation outstanding at the time, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series; and (d) cause the Corporation to file articles supplementary with the State Department of Assessments and Taxation of Maryland ("SDAT"). Any of the terms of any class or series of stock set or changed pursuant to clause (c) of this Section 6.4 may be made dependent upon facts or events ascertainable outside the charter (including determinations by the Board of Directors or other facts or events within the control of the Corporation) and may vary among holders thereof, provided that the manner in which such facts, events or variations shall operate upon the terms of such class or series of stock is clearly and expressly set forth in the articles supplementary filed with the SDAT.

Section 6.5 Charter and Bylaws. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of the charter and the Bylaws.

ARTICLE VII AMENDMENTS

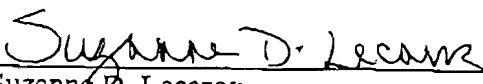
The Corporation reserves the right from time to time to make any amendment to its charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in this charter, of any shares of outstanding stock. All

rights and powers conferred by the charter on stockholders, directors and officers are granted subject to this reservation.

ARTICLE VIII LIMITATION OF LIABILITY

To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article VIII, nor the adoption or amendment of any other provision of the charter or Bylaws inconsistent with this Article VIII, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and
acknowledge the same to be my act on this 6th day of May, 2004.



Suzanne D. Lecaroz

Filing Party's Return Address:

c/o Goodwin Procter LLP
Exchange Place
Boston, MA 02109

I hereby consent to act as resident agent in Maryland for the
entity named in the attached document.

The Corporation Trust Incorporated


Billie J. Swoboda, V.P.

300 East Lombard Street
Baltimore, MD 21202
Tel. 410 539 2837
Fax 410 332 1178

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 3 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT / NAME CHANGE-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE ~~22~~ 9A BUSINESS CODE

19 7944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D07944820 ACK # 1000361989890284
LIBER: B00662 FOLIO: 0148 PAGES: 0003
DIAMONDROCK HOSPITALITY COMPANY

05/26/2004 AT 03:23 P WO # 0000901212

New Name

New Name Diamond Rock
Hospitality Company

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 50
Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies

Certificates

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 150

Credit Card _____ Check _____ Cash _____

Documents on Checks

Approved By: 8/20/3

Received By: 03

COMMENT(S):

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent
and Resident Agent's Address
☐ Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 001

Attention: _____

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 2120

MD 21202-3219

5/26/64
at
323 pm

[illegible]

JUN. 2. 2004 11:36AM

R. R. DONNELLEY

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0001395518
WORK ORDER: 0000901212
DATE: 06-03-2004 04:19 PM
AMT. PAID: \$150.00

ARTICLES OF AMENDMENT**OF****MPC, INC.**

These Articles of Amendment are being filed pursuant to Section 2-603 of Maryland General Corporate Law, and MPC, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

1. The Articles of Incorporation of the Corporation (the "Charter") are hereby amended as follows:

**ARTICLE I
NAME**

The Name of the corporation (the "Corporation") is: "DiamondRock Hospitality Company"

2. These Articles of Amendment have been approved by a majority of the entire board of directors of the Corporation.

[Signature Page Follows]

LJBC/1948437.1

JUN. 2. 2004 11:37AM

R. R. DONNELLEY

NO. 1864 P. 3

IN WITNESS WHEREOF, MPC, Inc. has caused these articles to be signed in its name and on its behalf by its President and witnessed by its Secretary on May 26, 2004.

MPC, Inc.

By: William W. McCarten
Name: William W. McCarten
Title: President

By: Suzanne D. Lecaroz
Name: Suzanne D. Lecaroz
Title: Secretary

THE UNDERSIGNED, President of MPC, Inc. who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation and Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

William W. McCarten
William W. McCarten
President

Filing Party's Return Address:

c/o Suzanne D. Lecaroz
Goodwin Procter LLP
Exchange Place
Boston, MA 02109

LJBC/1948437.1

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 30 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT AND RESTATEMENT-CORPORATION

for
DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 13 BUSINESS CODE 03# A 7944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361990003398

ID # D07944820 ACK # 1000361990003398
LIBER: B00673 FOLIO: 0197 PAGES: 0030
DIAMONDROCK HOSPITALITY COMPANY

06/25/2004 AT 04:42 P WO # 0000911986

New Name _____

FEES REMITTEDBase Fee: 100Org. & Cap. Fee: 190

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 290Credit Card _____ Check ✓ Cash _____1 Documents on 3 ChecksApproved By: [Signature]

Keyed By: _____

COMMENT(S):

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent

_____ and Resident Agent's Address

_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE

MD 21202-3219

6/25/04
at 442 pm

Stamp Work Order and Customer Number HERE

DATE: 06-28-2004 12:13 PM
CUST ID: 000361990003398
WORK ORDER: 0000911986
FILE: P01D06290.00

STATE OF MARYLAND
 DEPT. OF ASSESSMENTS AND TAXATION
 CUST ID: 0001414196
 WORK ORDER: 0000911986
 DATE: 06-28-2004 12:13 PM
 AMT. PAID: \$290.00

DIAMONDROCK HOSPITALITY COMPANY

ARTICLES OF AMENDMENT AND RESTATEMENT

FIRST: DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), desires to amend and restate its charter as currently in effect and as hereinafter amended.

SECOND: The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

ARTICLE I

INCORPORATOR

The undersigned, Suzanne D. Lecaroz, whose address is c/o Goodwin Procter LLP, 53 State Street, Boston, Massachusetts, 02190, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II

NAME

The name of the corporation (the "Corporation") is:

DiamondRock Hospitality Company

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity (including, without limitation or obligation, engaging in business as a real estate investment trust under the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code")) for which corporations may be organized under the general laws of the State of Maryland as now or hereafter in force. For purposes of these Articles, "REIT" means a real estate investment trust under Sections 856 through 860 of the Code.

LIBB/1265671.7

**ARTICLE IV
PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT**

The address of the principal office of the Corporation in the State of Maryland is c/o The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. The name of the resident agent of the Corporation in the State of Maryland is The Corporation Trust Incorporated, whose address is 300 East Lombard Street, Baltimore, Maryland 21202. The resident agent is a Maryland corporation.

**ARTICLE V
PROVISIONS FOR DEFINING, LIMITING
AND REGULATING CERTAIN POWERS OF THE
CORPORATION AND OF THE STOCKHOLDERS AND DIRECTORS**

Section 5.1 Number and Election of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation initially shall be two, which number may be increased or decreased only by the Board of Directors pursuant to the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law (the "MGCL"). The names of the directors who shall serve until the first annual meeting of stockholders and until their successors are duly elected and qualify are:

William W. McCarten
John L. Williams

These directors may increase the number of directors and may fill any vacancy, whether resulting from an increase in the number of directors or otherwise, on the Board of Directors occurring before the first annual meeting of stockholders in the manner provided in the Bylaws.

The Corporation elects, at such time as it becomes eligible to make the election provided for under Section 3-802(b) of the Maryland General Corporation Law, that, except as may be provided by the Board of Directors in setting the terms of any class or series of stock, any

and all vacancies on the Board of Directors may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum, and any director elected to fill a vacancy shall serve for the remainder of the full term of the directorship in which such vacancy occurred.

Section 5.2 Authorization by Board of Stock Issuance. The Board of Directors may authorize the issuance from time to time of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration, if any, as the Board of Directors may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restrictions or limitations, if any, as may be set forth in the charter (the "Charter") or the Bylaws.

Section 5.3 Preemptive Rights. Except as may be provided by the Board of Directors in setting the terms of classified or reclassified shares of stock pursuant to Section 6.4 or as may otherwise be provided by contract, no holder of shares of stock of the Corporation shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation or any other security of the Corporation which it may issue or sell.

Section 5.4 Indemnification. The Corporation shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or any other

enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her service in such capacity. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 5.5 Determinations by Board. The determination as to any of the following matters, made in good faith by or pursuant to the direction of the Board of Directors consistent with the Charter, shall be final and conclusive and shall be binding upon the Corporation and every holder of shares of its stock: the amount of the net income of the Corporation for any period and the amount of assets at any time legally available for the payment of dividends, redemption of its stock or the payment of other distributions on its stock; the amount of paid-in surplus, net assets, other surplus, annual or other cash flow, funds from operations, net profit, net assets in excess of capital, undivided profits or excess of profits over losses on sales of assets; the amount, purpose, time of creation, increase or decrease, alteration or cancellation of any reserves or charges and the propriety thereof (whether or not any obligation or liability for which such reserves or charges shall have been created shall have been paid or discharged); any interpretation of the terms, preferences, conversion or other rights, voting powers or rights, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of any class or series of stock of the Corporation; the fair value, or any sale, bid or asked price to be applied in determining the fair value, of any asset owned or held by the Corporation or of any shares of stock of the Corporation; the number of shares of stock of any class of the Corporation; any matter relating to the acquisition, holding and

disposition of any assets by the Corporation; or any other matter relating to the business and affairs of the Corporation or required or permitted by applicable law, the Charter or Bylaws or otherwise to be determined by the Board of Directors.

Section 5.6 REIT Qualification. If the Corporation elects to qualify for federal income tax treatment as a REIT, the Board of Directors shall use its reasonable best efforts to take such actions as are necessary or appropriate to preserve the status of the Corporation as a REIT; however, if the Board of Directors determines that it is no longer in the best interests of the Corporation to continue to be qualified as a REIT, the Board of Directors may revoke or otherwise terminate the Corporation's REIT election pursuant to Section 856(g) of the Code. The Board of Directors also may determine that compliance with any restriction or limitation on stock ownership and transfers set forth in Article VII is no longer required for REIT qualification.

Section 5.7 Removal of Directors. Subject to the rights of holders of one or more classes or series of Preferred Stock to elect or remove one or more directors, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors.

ARTICLE VI

STOCK

Section 6.1 Authorized Shares. The Corporation has authority to issue 110,000,000 shares of stock, initially consisting of 100,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock"), and 10,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$1,100,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to Section 6.2, 6.3 or 6.4 of this Article VI, the number of

authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph. A majority of the Board of Directors, without any action by the stockholders of the Corporation, may amend the Charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that the Corporation has authority to issue.

Section 6.2 Common Stock. Subject to the provisions of Article VII and except as may otherwise be specified in the terms of any class or series of Common Stock, each share of Common Stock shall entitle the holder thereof to one vote. The Board of Directors may reclassify any unissued shares of Common Stock from time to time in one or more classes or series of stock.

Section 6.3 Preferred Stock. The Board of Directors may classify any unissued shares of Preferred Stock and reclassify any previously classified but unissued shares of Preferred Stock of any series from time to time, in one or more classes or series of stock.

Section 6.4 Classified or Reclassified Shares. Prior to issuance of classified or reclassified shares of any class or series, the Board of Directors by resolution shall: (a) designate that class or series to distinguish it from all other classes and series of stock of the Corporation; (b) specify the number of shares to be included in the class or series; (c) set or change, subject to the provisions of Article VII and subject to the express terms of any class or series of stock of the Corporation outstanding at the time, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series; and (d) cause the Corporation to file articles supplementary with the State Department of Assessments and Taxation of Maryland ("SDAT"). Any of the terms of any class or series of stock set or changed pursuant to clause (c) of this Section 6.4 may be made dependent upon facts or events ascertainable outside the Charter

(including determinations by the Board of Directors or other facts or events within the control of the Corporation) and may vary among holders thereof, provided that the manner in which such facts, events or variations shall operate upon the terms of such class or series of stock is clearly and expressly set forth in the articles supplementary or other Charter document.

Section 6.5 Charter and Bylaws. The rights of all stockholders and the terms of all stock are subject to the provisions of the Charter and the Bylaws. The Board of Directors shall have the exclusive power to adopt, alter or repeal any provision of the Bylaws and to make new Bylaws.

ARTICLE VII

RESTRICTION ON TRANSFER AND OWNERSHIP OF SHARES

Section 7.1 Definitions. For the purpose of this Article VII, the following terms shall have the following meanings:

Aggregate Look-Through Stock Ownership Limit. The term "Aggregate Look-Through Stock Ownership Limit" shall mean not more than 15 percent in value of the aggregate of the outstanding shares of Capital Stock.

Aggregate Stock Ownership Limit. The term "Aggregate Stock Ownership Limit" shall mean not more than 9.8 percent in value of the aggregate of the outstanding shares of Capital Stock.

Beneficial Ownership. The term "Beneficial Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 544 of the Code, as modified by Section 856(h)(1)(B) of the Code, provided, however, that in determining the number of shares Beneficially Owned by a Person, no share shall be counted more than once. Whenever a Person Beneficially Owns shares of Capital Stock that are not actually outstanding (e.g., shares issuable upon the exercise of an option or the conversion of a convertible security) ("Option Shares"), then, whenever the Charter requires a determination of the percentage of outstanding shares of a class of Capital Stock

Beneficially Owned by such Person, the Option Shares Beneficially Owned by such Person shall also be deemed to be outstanding. The terms "Beneficial Owner," "Beneficially Owns" and "Beneficially Owned" shall have the correlative meanings.

Benefit Plan Investor. The term "Benefit Plan Investor" shall have the meaning provided in 29 C.R.F. Section 2510.3-101(f)(2) or any successor regulation thereto

Business Day. The term "Business Day" shall mean any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York City are authorized or required by law, regulation or executive order to close.

Capital Stock. The term "Capital Stock" shall mean all classes or series of stock of the Corporation, including, without limitation, Common Stock and Preferred Stock.

Charitable Beneficiary. The term "Charitable Beneficiary" shall mean one or more beneficiaries of the Trust as determined pursuant to Section 7.3.6, provided that each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Common Stock Look-Through Ownership Limit. The term "Common Stock Ownership Limit" shall mean not more than 15 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding shares of Common Stock of the Corporation.

Common Stock Ownership Limit. The term "Common Stock Ownership Limit" shall mean not more than 9.8 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding shares of Common Stock of the Corporation.

Constructive Ownership. The term "Constructive Ownership" shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 318(a) of the Code, as modified by Section

856(d)(5) of the Code. The terms "Constructive Owner," "Constructively Owns" and "Constructively Owned" shall have the correlative meanings.

ERISA. The term "ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended, or any successor act thereto.

ERISA Investor. The term "ERISA Investor" shall mean any holder of shares of Capital Stock that is (i) an employee benefit plan subject to Title I of ERISA, (ii) a plan as defined in Section 4975(e)(1) of the Code (any such employee benefit plan or "plan" described in clause (i) or this clause (ii) being referred to herein as a "Plan"), a (iii) trust which was established pursuant to a Plan, or a nominee for such trust or Plan, or (iv) an entity whose underlying assets include assets of a Plan by reason of such Plan's investment in such entity.

Excepted Holder. The term "Excepted Holder" shall mean a stockholder of the Corporation for whom an Excepted Holder Limit is created by the Charter or by the Board of Directors pursuant to Section 7.2.7.

Excepted Holder Limit. The term "Excepted Holder Limit" shall mean, provided that the affected Excepted Holder agrees to comply with the requirements established by the Board of Directors pursuant to Section 7.2.7 and subject to adjustment pursuant to Section 7.2.8, the percentage limit established by the Board of Directors pursuant to Section 7.2.7.

Initial Date. The term "Initial Date" shall mean the date of issuance of Common Stock pursuant to the underwritten offering of Common Stock to (i) "qualified institutional buyers" (as defined in Rule 144A under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the "Securities Act")) and (ii) persons outside of the United States pursuant to Regulation S under the Securities Act.

Look-Through Entity. The term "Look-Through Entity" shall mean a Person that is registered under the Investment Company Act of 1940 as long as each beneficial owner of such entity would satisfy the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit if such beneficial owner owned directly its proportionate share of the shares of Capital Stock that are held by the Look-Through Entity.

Market Price. The term "Market Price" on any date shall mean, with respect to any class or series of outstanding shares of Capital Stock, the Closing Price for such Capital Stock on such date. The "Closing Price" on any date shall mean the last sale price for such Capital Stock, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, for such Capital Stock, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on the NYSE or, if such Capital Stock is not listed or admitted to trading on the NYSE, as reported on the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which such Capital Stock is listed or admitted to trading or, if such Capital Stock is not listed or admitted to trading on any national securities exchange, the last quoted price, or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the National Association of Securities Dealers, Inc. Automated Quotation System or, if such system is no longer in use, the principal other automated quotation system that may then be in use or, if such Capital Stock is not quoted by any such organization, the average of the closing bid and asked prices as furnished by a professional market maker making a market in such Capital Stock selected by the Board of Directors of the Corporation or, in the event that no trading price is available for such Capital Stock, the fair market value of the Capital Stock, as determined in good faith by the Board of Directors of the Corporation.

Non-Transfer Event. The term "Non-Transfer Event" shall mean any event or other change in circumstances other than a purported Transfer, including, without limitation, any change in the value of any shares of Capital Stock.

NYSE. The term "NYSE" shall mean the New York Stock Exchange.

One Hundred Stockholders Date. The term "One Hundred Stockholders Date" shall mean the first date on which shares of Capital Stock are beneficially owned by 100 or more persons within the meaning of Section 856(a)(5) of the Code without regard to Section 856(h)(2) of the Code.

Ownership Limits. The term "Ownership Limits" shall mean the Aggregate Look-Through Stock Ownership Limit, the Aggregate Stock Ownership Limit, the Common Stock Look-Through Ownership Limit and the Common Stock Ownership Limit.

Person. The term "Person" shall mean an individual, corporation, partnership, estate, trust (including a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and a group to which an Excepted Holder Limit applies.

Prohibited Owner. The term "Prohibited Owner" shall mean, with respect to any purported Transfer or Non-Transfer Event, any Person who, but for the provisions of Section 7.2.1, would beneficially own, Beneficially Own or Constructively Own shares of Capital Stock and, if appropriate in the context, shall also mean any Person who would have been the record or actual owner of the shares that the Prohibited Owner would have so owned.

Publicly Offered Securities. The term "Publicly Offered Securities" shall have the meaning provided in 29 C.F.R. Section 2510.3-101(b)(2), or any successor regulation thereto.

Restriction Termination Date. The term "Restriction Termination Date" shall mean the first day after the Initial Date on which the Board of Directors determines pursuant to Section 5.6 of the Charter that it is no longer in the best interests of the Corporation to attempt to, or continue to, qualify as a REIT or that compliance with the restrictions and limitations on Beneficial Ownership, Constructive Ownership and Transfers of shares of Capital Stock set forth herein is no longer required in order for the Corporation to qualify as a REIT.

Transfer. The term "Transfer" shall mean any issuance, sale, transfer, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Capital Stock or the right to vote or receive dividends on

Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option) or entering into any agreement for the sale, transfer or other disposition (or of Beneficial Ownership or Constructive Ownership) of Capital Stock, (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise. The terms "Transferring" and "Transferred" shall have the correlative meanings.

Trust. The term "Trust" shall mean any trust provided for in Section 7.3.1.

Trustee. The term "Trustee" shall mean the Person unaffiliated with the Corporation and a Prohibited Owner that is appointed by the Corporation to serve as trustee of the Trust.

Section 7.2 Capital Stock.

Section 7.2.1 Ownership Limitations. During the period commencing on the Initial Date and prior to the Restriction Termination Date (except as otherwise provided in Section 7.2.1(a)(v)), but subject to Section 7.4:

(a) Basic Restrictions.

(i) (1) No Person, other than a Look-Through Entity or an Excepted Holder, shall Beneficially Own shares of Capital Stock in excess of the Aggregate Stock Ownership Limit, (2) no Person, other than a Look-Through Entity or an Excepted Holder, shall Beneficially Own shares of Common Stock in excess of the Common Stock Ownership Limit, (3) no Look-Through Entity, other than an Excepted Holder, shall Beneficially Own shares of Capital Stock in excess of the Aggregate Look-Through Ownership Limit, (4) no Look-Through Entity, other than an Excepted Holder, shall Beneficially Own shares of Common Stock in excess of the Common Stock Look-Through Ownership Limit, and (5) no Excepted Holder

shall Beneficially Own shares of Capital Stock in excess of the Excepted Holder Limit for such Excepted Holder.

(ii) No Person shall Beneficially Own shares of Capital Stock to the extent that such Beneficial Ownership of Capital Stock would result in the Corporation being "closely held" within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year).

(iii) No Person shall Beneficially Own or Constructively Own shares of Capital Stock to the extent that such Beneficial Ownership or Constructive Ownership of Capital Stock would result in the Corporation failing to qualify as a REIT.

(iv) No Person shall Constructively Own shares of Capital Stock to the extent that such Constructive Ownership would cause any income of the Corporation that would otherwise qualify as "rents from real property" for purposes of Section 856(d) of the Code to fail to qualify as such (including, but not limited to, as a result of any "eligible independent contractor" that operates a "qualified lodging facility" on behalf of a "taxable REIT subsidiary" of the Corporation (as such terms are defined in Section 856(d)(9)(A), Section 856(d)(9)(D) and Section 856(l) of the Code, respectively) failing to qualify as such).

(v) During the period commencing on the One Hundred Stockholders Date and prior to the Restriction Termination Date, any Transfer of shares of Capital Stock that, if effective, would result in the Capital Stock being beneficially owned by less than 100 Persons (determined under the principles of Section 856(a)(5) of the Code) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

(b) Transfer in Trust. If any Transfer or Non-Transfer Event occurs which, if effective or otherwise, would result in any Person Beneficially Owning, Constructively Owning or beneficially owning (as applicable) shares of Capital Stock in violation of Section 7.2.1(a)(i), (ii), (iii), (iv) or (v),

(i) then that number of shares of the Capital Stock the Beneficial Ownership, Constructive Ownership or beneficial ownership (as applicable) of which

otherwise would cause such Person to violate Section 7.2.1(a)(i), (ii), (iii), (iv) or (v) (rounded to the nearest whole share) shall be automatically transferred to a Trust for the benefit of a Charitable Beneficiary, as described in Section 7.3, effective as of the close of business on the Business Day prior to the date of such Transfer or Non-Transfer Event, and such Person (or, if different, the direct or beneficial owner of such shares) shall acquire no rights in such shares (or shall be divested of its rights in such shares); or

(ii) if the transfer to the Trust described in clause (i) of this sentence would not be effective for any reason to prevent the violation of Section 7.2.1(a)(i), (ii), (iii), (iv) or (v), then the Transfer of that number of shares of Capital Stock that otherwise would cause any Person to violate Section 7.2.1(a)(i), (ii), (iii), (iv) or (v) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

Section 7.2.2 Remedies for Breach. If the Board of Directors of the Corporation or any duly authorized committee thereof shall at any time determine in good faith that a Transfer or Non-Transfer Event has taken place that results in a violation of Section 7.2.1 or that a Person intends to acquire or has attempted to acquire Beneficial Ownership, Constructive Ownership or beneficial ownership of any shares of Capital Stock in violation of Section 7.2.1 (whether or not such violation is intended), the Board of Directors or a committee thereof shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer or otherwise prevent such violation, including, without limitation, causing the Corporation to redeem shares, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however, that any Transfer or attempted Transfer in violation of Section 7.2.1 (or other event that results in a violation of Section 7.2.1(a)) shall automatically result in the transfer to the Trust described above, and, where applicable, such Transfer shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Directors or a committee thereof.

Section 7.2.3 Notice of Restricted Transfer. Any Person who acquires or attempts or intends to acquire Beneficial Ownership, Constructive Ownership or beneficial

ownership of shares of Capital Stock that will or may violate Section 7.2.1(a) or any Person who held or would have owned shares of Capital Stock that resulted in a transfer to the Trust pursuant to the provisions of Section 7.2.1(b) shall immediately give written notice to the Corporation of such event or, in the case of such a proposed or attempted transaction, give at least 15 days prior written notice, and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such Transfer on the Corporation's status as a REIT.

Section 7.2.4 Owners Required To Provide Information. From the Initial Date and prior to the Restriction Termination Date, each Person who is a Beneficial Owner or Constructive Owner of Capital Stock and each Person (including the stockholder of record) who is holding Capital Stock for a Beneficial or Constructive Owner shall provide to the Corporation such information as the Corporation may request, in good faith, in order to determine the Corporation's status as a REIT and to comply with requirements of any taxing authority or governmental authority or to determine such compliance.

Section 7.2.5 Remedies Not Limited. Subject to Section 5.6 of the Charter, nothing contained in this Section 7.2 shall limit the authority of the Board of Directors of the Corporation to take such other action as it deems necessary or advisable to protect the Corporation and the interests of its stockholders in preserving the Corporation's status as a REIT.

Section 7.2.6 Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Section 7.2, Section 7.3, or any definition contained in Section 7.1, the Board of Directors of the Corporation shall have the power to determine the application of the provisions of this Section 7.2 or Section 7.3 or any such definition with respect to any situation based on the facts known to it. In the event Section 7.2 or 7.3 requires an action by the Board of Directors and the Charter fails to provide specific guidance with respect to such action, the Board of Directors shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of Sections 7.1, 7.2 or 7.3. Absent a decision to the contrary by the Board of Directors (which the Board may make in its sole and absolute

discretion), if a Person would have (but for the remedies set forth in Section 7.2.2) acquired or retained Beneficial Ownership, Constructive Ownership or beneficial ownership of Capital Stock in violation of Section 7.2.1, such remedies (as applicable) shall apply first to the shares of Capital Stock which, but for such remedies, would have been Beneficially Owned, Constructively Owned or beneficially owned (but not actually owned) by such Person, pro rata among the Persons who actually own such shares of Stock based upon the relative number of the shares of Capital Stock held by each such Person.

Section 7.2.7 Exceptions.

(a) Subject to Section 7.2.1(a)(iii), the Board of Directors of the Corporation, in its sole discretion, may exempt (prospectively or retroactively) a Person from the Ownership Limits set forth in Section 7.2.1(a)(i)(1), (2), (3), and/or (4), as applicable, and may establish or increase an Excepted Holder Limit for such Person and/or may waive (prospectively or retroactively) the provisions of Section 7.2.1(a)(ii), (iv) or (v) if:

(i) the Board of Directors obtains such representations and undertakings from such Person as are reasonably necessary to ascertain that such Person's Beneficial Ownership, Constructive Ownership or beneficial ownership of such shares of Capital Stock will not now or in the future jeopardize the Corporation's ability to qualify as a REIT under the Code; and

(ii) such Person agrees that any violation or attempted violation of such representations or undertakings (or other action which is contrary to the restrictions contained in Sections 7.2.1 through 7.2.6) will result in such shares of Capital Stock being automatically transferred to a Trust in accordance with Sections 7.2.1(b) and 7.3.

(b) Prior to granting any exception pursuant to Section 7.2.7(a), the Board of Directors of the Corporation may require a ruling from the Internal Revenue Service, or an opinion of counsel, in either case in form and substance satisfactory to the Board of Directors in its sole discretion, as it may deem necessary or advisable in order to determine or ensure the Corporation's status as a REIT. Notwithstanding the receipt of any ruling or opinion,

the Board of Directors may impose such conditions or restrictions as it deems appropriate in connection with granting such exception.

(c) Subject to Section 7.2.1(a)(iii), an underwriter which participates in a public offering or a private placement of Capital Stock (or securities convertible into or exchangeable for Capital Stock) may Beneficially Own shares of Capital Stock (or securities convertible into or exchangeable for Capital Stock) in excess of the Aggregate Stock Ownership Limit, the Common Stock Ownership Limit, or both such limits, but only to the extent necessary to facilitate such public offering or private placement.

(d) The Board of Directors may only reduce the Excepted Holder Limit for an Excepted Holder: (1) with the written consent of such Excepted Holder at any time, or (2) pursuant to the terms and conditions of the agreements and undertakings entered into with such Excepted Holder in connection with the establishment of the Excepted Holder Limit for that Excepted Holder. No Excepted Holder Limit shall be reduced to a percentage that is less than the Common Stock Ownership Limit (or Common Stock Look-Through Ownership Limit if such Excepted Holder is a Look-Through Entity).

Section 7.2.8 Increase in Aggregate Stock Ownership and Common Stock Ownership Limits. Subject to Section 7.2.1(a)(iii), the Board of Directors may from time to time increase the Ownership Limits for one or more Persons and decrease the Ownership Limits for all other Persons; provided, however, that any such decreased Ownership Limits will not be effective for any Person whose percentage ownership in Capital Stock is in excess of the decreased Ownership Limits until such time as such Person's percentage of Capital Stock equals or falls below the decreased Ownership Limits, but any further acquisition of Capital Stock in excess of such percentage ownership of Capital Stock will be in violation of the Ownership Limits and, provided further, that the new Ownership Limits would not allow five or fewer Persons to Beneficially Own more than 49.9% in value of the outstanding Capital Stock.

Section 7.2.9 Restrictions on Ownership and Transfer of Shares of Capital Stock by Benefit Plan Investors.

(a) Basic Restrictions.

(i) Notwithstanding any other provisions herein, prior to the first date on which any class or series of shares of Capital Stock constitutes Publicly Offered Securities, Benefit Plan Investors may not hold, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock. For purposes of determining whether Benefit Plan Investors, hold, in the aggregate, 25% percent or more of the value of any class or series of shares of Capital Stock, the value of shares of Capital Stock of such class or series held by any director or officer of the Corporation, or any other Person who has discretionary authority or control with respect to the assets of the Corporation, or any Person who provides investment advice (direct or indirect) for a fee to the Corporation in connection with its assets, or an "affiliate" of any such Person, as defined in 29 C.F.R. Section 2510.3-101(f)(3), or any successor regulation thereto, shall be disregarded.

(ii) Prior to the first date on which any class or series of Capital Stock constitutes Publicly Offered Securities, no Person shall Transfer any shares of any class or series of Capital Stock if, immediately following such Transfer, Benefit Plan Investors would hold, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(i).

(iii) On and after the first date on which any class or series of shares of Capital Stock constitutes Publicly Offered Securities, ERISA Investors may not hold any interest in any shares of Capital Stock that do not constitute Publicly Offered Securities.

(iv) On and after the first date on which any class or series of shares of Capital Stock constitutes Publicly Offered Securities, no Person shall Transfer any shares of any class or series of Capital Stock that do not constitute Publicly Offered Securities to any ERISA Investor in violation of Section 7.2.9(a)(iii).

(b) Remedies.

(i) If (A) there is a purported Transfer that would result in Benefit Plan Investors, on any date, holding, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(i) or 7.2.9(a)(ii), or (B) there is a purported Transfer that would result in any ERISA Investor holding an interest in any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(iii) or 7.2.9(a)(iv), or (C) if there is a purported Transfer that would otherwise result in the underlying assets of the Corporation being deemed to be assets of any ERISA Investor, then that number of shares of Capital Stock the holding of which otherwise would cause any Person to violate Section 7.2.9(a) and/or cause the underlying assets of the Corporation to be deemed to be assets of any ERISA Investor shall be automatically transferred to a Trust to be held for the exclusive benefit of a Charitable Beneficiary, as set forth in Section 7.3, effective as of the close of business on the Business Day prior to the date of such purported Transfer, and such Person shall acquire no rights in such shares of Capital Stock, or if such transfer to the Trust would not be effective for any reason to prevent the violation of Section 7.2.9(a) and/or to prevent the underlying assets of the Corporation to be deemed to be assets of any ERISA Investor, then the Transfer of that number of shares of Capital Stock that otherwise would cause such Person to violate Section 7.2.9(a) and/or cause the underlying assets of the Corporation to be deemed to be assets of any ERISA Investor shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

(ii) If (A) on any date, Benefit Plan Investors hold, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(i) or 7.2.9(a)(ii), or (B) there is a purported event that would result in any Benefit Plan Investors, on any date, holding, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(i) or 7.2.9(a)(ii), or (C) on any date, any ERISA Investor holds an interest in any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(iii) or 7.2.9(a)(iv), or (D) there is a purported event that would

result in any ERISA Investor holding an interest in any class or series of shares of Capital Stock in violation of Section 7.2.9(a)(iii) or 7.2.9(a)(iv), or (E) there is a purported event that would otherwise result in the underlying assets of the Corporation being deemed to be assets of any ERISA Investor, then the Board of Directors shall have the authority to take, and shall take, such action as it deems necessary or appropriate, in its sole and absolute discretion, to cause the underlying assets of the Corporation not to be deemed the assets of any ERISA Investor and/or otherwise to mitigate, prevent or cure the consequences that might result to the Corporation, including without limitation, to redeem shares of Capital Stock held by one or more Benefit Plan Investors and/or ERISA Investors at its current Market Price, in which event any such Benefit Plan Investor or ERISA Investor shall be obligated to redeem such shares.

(c) The Board of Directors, in its sole and absolute discretion, may exempt a Benefit Plan Investor and/or an ERISA Investor from the restrictions set forth in Section 7.2.9(a), provided that the Board of Directors obtains such representations and undertakings from such Benefit Plan Investor or ERISA Investor as are reasonably necessary to ascertain that, as a result of such exemption, the underlying assets of the Corporation will not be deemed to be assets of any ERISA Investor under ERISA or the Code.

Section 7.2.10 Legend. Each certificate for shares of Capital Stock shall bear substantially the following legend:

The shares represented by this certificate are subject to restrictions on Beneficial and Constructive Ownership and Transfer for the purpose, among others, of the Corporation's maintenance of its status as a Real Estate Investment Trust under the Internal Revenue Code of 1986, as amended (the "Code"). Subject to certain further restrictions and except as expressly provided in the Corporation's Charter, (i) no Person (other than a Look-Through Entity) may Beneficially Own shares of the Corporation's Common Stock in excess of 9.8 percent (in value or number of shares) of the outstanding shares of Common Stock of the Corporation unless such Person is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable); (ii) no Look-Through Entity may Beneficially Own shares of the Corporation's Common Stock in excess of 15 percent (in value or number of shares) of the

outstanding shares of Common Stock of the Corporation unless such Look-Through Entity is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable); (iii) no Person may Beneficially Own Capital Stock that would result in the Corporation being "closely held" under Section 856(h) of the Code; (iv) no Person may Beneficially Own or Constructively Own Capital Stock that would result in the Corporation failing to qualify as a REIT; (v) no Person may Constructively Own Capital Stock to the extent that such Constructive Ownership would cause any income of the Corporation that would otherwise qualify as "rents from real property" for purposes of Section 856(d) of the Code to fail to qualify as such; and (vi) no Person may Transfer shares of Capital Stock if such Transfer would result in the Capital Stock of the Corporation being beneficially owned by fewer than 100 Persons. In addition, prior to the date that any class or series of Capital Stock constitutes Publicly Offered Securities, no Person may Transfer any shares of any class or series of Capital Stock if such Transfer would result in Benefit Plan Investors holding, in the aggregate, 25% or more of the value of any class or series of shares of Capital Stock; provided that on and after the date that any class or series of Capital Stock constitutes Publicly Offered Securities, no Person may Transfer any shares of any class or series of Capital Stock that does not constitute Publicly Offered Securities to an ERISA Investor. Any Person who Beneficially Owns, Constructively Owns or beneficially owns (or attempts to Beneficially Own, Constructively Own or beneficially own) shares of Capital Stock which causes or will cause a Person to Beneficially Own, Constructively Own or beneficially own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the restrictions on transfer or ownership are violated, the shares of Capital Stock represented hereby will be automatically transferred to a Trustee of a Trust for the benefit of one or more Charitable Beneficiaries. In addition, the Corporation may redeem shares upon the terms and conditions specified by the Board of Directors in its sole discretion if the Board of Directors determines that ownership or a Transfer or other event may violate the restrictions described above. Furthermore, upon the occurrence of certain events, attempted Transfers in violation of the restrictions described above may be void ab initio. All capitalized terms in this legend have the meanings defined in the Charter of the Corporation, as the same may be amended from time to time, a copy of which, including the restrictions on transfer and ownership, will be furnished to each holder of Capital Stock of the Corporation on request and without

charge. Requests for such a copy may be directed to the Secretary of the Corporation at its Principal Office.

Instead of the foregoing legend, the certificate may state that the Corporation will furnish a full statement about certain restrictions on transferability to a stockholder on request and without charge.

Section 7.3 Transfer of Capital Stock in Trust.

Section 7.3.1 Ownership in Trust. Upon any purported Transfer, Non-Transfer Event or other event described in Section 7.2.1(b) or Section 7.2.9(b) that would result in a transfer of shares of Capital Stock to a Trust, such shares of Capital Stock shall be deemed to have been transferred to the Trustee as trustee of a Trust for the exclusive benefit of one or more Charitable Beneficiaries. Such transfer to the Trustee shall be deemed to be effective as of the close of business on the Business Day prior to the purported Transfer, Non-Transfer Event or other event that results in the transfer to the Trust pursuant to Section 7.2.1(b) or Section 7.2.9(b). The Trustee shall be appointed by the Corporation and shall be a Person unaffiliated with the Corporation and any Prohibited Owner. Each Charitable Beneficiary shall be designated by the Corporation as provided in Section 7.3.6.

Section 7.3.2 Status of Shares Held by the Trustee. Shares of Capital Stock held by the Trustee shall be issued and outstanding shares of Capital Stock of the Corporation. The Prohibited Owner shall have no rights in the shares held by the Trustee. The Prohibited Owner shall not benefit economically from ownership of any shares held in trust by the Trustee, shall have no rights to dividends or other distributions and shall not possess any rights to vote or other rights attributable to the shares held in the Trust.

Section 7.3.3 Dividend and Voting Rights. The Trustee shall have all voting rights and rights to dividends or other distributions with respect to shares of Capital Stock held in the Trust, which rights shall be exercised for the exclusive benefit of the Charitable Beneficiary. Any dividend or other distribution paid prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trustee shall be paid by the recipient of such dividend or distribution to the Trustee upon demand and any dividend or other distribution authorized but unpaid shall be paid when due to the Trustee. Any dividend or distribution so paid to the Trustee shall be held in trust for the Charitable Beneficiary. The Prohibited Owner shall have no voting rights with respect to shares held in the Trust and, subject to Maryland law, effective as of the date that the shares of Capital Stock have been transferred to the Trustee, the Trustee shall have the authority (at the Trustee's sole discretion) (i) to rescind as void any vote cast by a Prohibited Owner prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trustee and (ii) to recast such vote in accordance with the desires of the Trustee acting for the benefit of the Charitable Beneficiary; provided, however, that if the Corporation has already taken irreversible corporate action, then the Trustee shall not have the authority to rescind and recast such vote. Notwithstanding the provisions of this Article VII, until the Corporation has received notification that shares of Capital Stock have been transferred into a Trust, the Corporation shall be entitled to rely on its share transfer and other stockholder records for purposes of preparing lists of stockholders entitled to vote at meetings, determining the validity and authority of proxies and otherwise conducting votes of stockholders.

Section 7.3.4 Sale of Shares by Trustee. Within 20 days of receiving notice from the Corporation that shares of Capital Stock have been transferred to the Trust, the

Trustee of the Trust shall sell the shares held in the Trust to a person, designated by the Trustee, whose ownership of the shares will not violate the ownership limitations set forth in Section 7.2.1(a) and Section 7.2.9(a). Upon such sale, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and to the Charitable Beneficiary as provided in this Section 7.3.4. The Prohibited Owner shall receive the lesser of (1) the price paid by the Prohibited Owner for the shares or, if the Prohibited Owner did not give value for the shares in connection with the event causing the shares to be held in the Trust (e.g., in the case of a gift, devise or other such transaction), the Market Price of the shares on the day of the event causing the shares to be held in the Trust and (2) the price per share received by the Trustee (net of any commissions and other expenses of sale) from the sale or other disposition of the shares held in the Trust. The Trustee may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions which have been paid to the Prohibited Owner and are owed by the Prohibited Owner to the Trustee pursuant to Section 7.3.3 of this Article VII. Any net sales proceeds in excess of the amount payable to the Prohibited Owner shall be immediately paid to the Charitable Beneficiary. If, prior to the discovery by the Corporation that shares of Capital Stock have been transferred to the Trustee, such shares are sold by a Prohibited Owner, then (i) such shares shall be deemed to have been sold on behalf of the Trust and (ii) to the extent that the Prohibited Owner received an amount for such shares that exceeds the amount that such Prohibited Owner was entitled to receive pursuant to this Section 7.3.4, such excess shall be paid to the Trustee upon demand.

Section 7.3.5 Purchase Right in Stock Transferred to the Trustee. Shares of Capital Stock transferred to the Trustee shall be deemed to have been offered for sale to the

Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in such transfer to the Trust (or, in the case of a devise or gift, the Market Price at the time of such devise or gift) and (ii) the Market Price on the date the Corporation, or its designee, accepts such offer. The Corporation may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions which has been paid to the Prohibited Owner and are owed by the Prohibited Owner to the Trustee pursuant to Section 7.3.3 of this Article VII. The Corporation may pay the amount of such reduction to the Trustee for the benefit of the Charitable Beneficiary. The Corporation shall have the right to accept such offer until the Trustee has sold the shares held in the Trust pursuant to Section 7.3.4. Upon such a sale to the Corporation, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner.

Section 7.3.6 Designation of Charitable Beneficiaries. By written notice to the Trustee, the Corporation shall designate one or more nonprofit organizations to be the Charitable Beneficiary of the interest in the Trust such that (i) the shares of Capital Stock held in the Trust would not violate the restrictions set forth in Section 7.2.1(a) and Section 7.2.9(a) in the hands of such Charitable Beneficiary and (ii) each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Section 7.4 NYSE Transactions. Nothing in this Article VII shall preclude the settlement of any transaction entered into through the facilities of the NYSE or any other national securities exchange or automated inter-dealer quotation system. The fact that the settlement of any transaction occurs shall not negate the effect of any other provision of this Article VII and

any transferee in such a transaction shall be subject to all of the provisions and limitations set forth in this Article VII.

Section 7.5 Enforcement. The Corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article VII.

Section 7.6 Non-Waiver. No delay or failure on the part of the Corporation or the Board of Directors in exercising any right hereunder shall operate as a waiver of any right of the Corporation or the Board of Directors, as the case may be, except to the extent specifically waived in writing.

ARTICLE VIII

AMENDMENTS; EXTRAORDINARY ACTIONS

Section 8.1 Amendments Generally. The Corporation reserves the right from time to time to make any amendment to the Charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in the charter, of any shares of outstanding stock. All rights and powers conferred by the charter on stockholders, directors and officers are granted subject to this reservation.

Section 8.2 Approval of Charter Amendments and Extraordinary Actions.

(a) Required Votes. Upon being declared advisable by the Board of Directors, the affirmative vote of the holders of shares entitled to cast at least two-thirds of the votes entitled to be cast on the matter, each voting as a separate class, shall be necessary to effect any:

(i) amendment to the Charter, except for those amendments permitted to be made without stockholder approval under Maryland law or by specific provision in the Charter;

(ii) share exchange, merger or consolidation of the Corporation with or into any person, except for those mergers permitted to be effected without stockholder approval under Maryland law; or

(iii) sale of all or substantially all of the assets of the Corporation, or liquidation or dissolution of the Corporation;

provided, however, that, if the Continuing Directors (as defined herein), by a vote of at least 75% of such Continuing Directors, in addition to approval by the Board of Directors, approve such proposed action or amendment, the affirmative vote of the holders of a majority of the votes entitled to be cast shall be sufficient to approve such matter.

(b) Continuing Directors. "Continuing Directors" means the directors identified in Section 5.1 and the directors whose nomination for election by the stockholders or whose election by the directors to fill vacancies is approved by a majority of the Continuing Directors then serving as a director of the Corporation.

ARTICLE IX

LIMITATION OF LIABILITY

To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no present or former director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article IX, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article IX, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

THIRD: The amendment to and restatement of the charter as hereinabove set forth have been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

FOURTH: The current address of the principal office of the Corporation is as set forth in Article IV of the foregoing amendment and restatement of the charter.

FIFTH: The name and address of the Corporation's current resident agent is as set forth in Article IV of the foregoing amendment and restatement of the charter.

SIXTH: The number of directors of the Corporation and the names of those currently in office are as set forth in Article V of the foregoing amendment and restatement of the charter.

SEVENTH: The total number of shares of stock which the Corporation had authority to issue immediately prior to this amendment and restatement was 2,000, consisting of 2,000 shares of Common Stock, \$.01 par value per share. The aggregate par value of all shares of stock having par value was \$2.

EIGHTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment and restatement of the charter is 110,000,000, consisting of 100,000,000 shares of Common Stock, \$.01 par value per share, and 10,000,000 shares of Preferred Stock, \$.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$1,100,000.

NINTH: The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and attested to by its Secretary on this 25th day of June, 2004.

ATTEST:

DIAMONDROCK HOSPITALITY
COMPANY



Secretary

By: William W. McClinton (SEAL)

President

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

RESOLUTION-CORPORATION
for
DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** KEEP WITH DOCUMENT ****DOCUMENT CODE 80 BUSINESS CODE _____# D07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361992176077

ID # D07944820 ACK # 1000361992176077
LIBER: B00883 FOLIO: 0019 PAGES: 0002
DIAMONDROCK HOSPITALITY COMPANY

11/15/2005 AT 05:37 P WO # 0001140139

New Name _____

FEES REMITTEDBase Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 25

Credit Card _____ Check _____ Cash _____

7 Documents on _____ Checks _____Approved By: 012

Keyed By: _____

COMMENT(S):

☒ Change of Name
☒ Change of Principal Office
☒ Change of Resident Agent
☒ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent
☐ and Resident Agent's Address
☐ Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 679Attention: Michelle Vannoy

Mail to Address:

CSC (UNITED STATES CORPORATION)
WILMINGTON
STE. 400
2711 CENTERVILLE ROAD
WILMINGTON

DE 19808

CUST ID: 0001697101
WORK ORDER: 0001140139
DATE: 11-15-2005 05:39 PM
AMT. PAID: \$175.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

State ID #: DO7944820

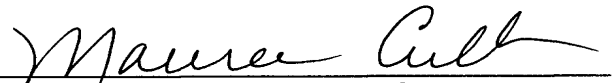
The directors/stockholders/general partner/authorized person of _____

DIAMONDROCK HOSPITALITY COMPANY

(Name of Entity)

organized under the laws of Maryland, passed the following resolution:
(State)**[CHECK APPLICABLE BOX(ES)]****☒ The principal office is changed from: (old address)**300 East Lombard StreetBaltimore, MD 21202CUST ID: 0001697101
WORK ORDER: 0001140139
DATE: 11-15-2005 05:39 PM
AMT. PAID: \$175.00**to: (new address)**6903 Rockledge Drive, Suite 800Bethesda, MD 20817**☒ The name and address of the resident agent is changed from:**The Corporation Trust Incorporated300 E. Lombard Street, Baltimore, MD 21202**to:**CSC-Lawyers Incorporating Service Company11 East Chase Street, Baltimore, MD 21202

I certify under penalties of perjury the foregoing is true.

Secretary or Assistant Secretary
General Partner
Authorized Person
Maureen Cullen, Attorney In Fact

I hereby consent to my designation in this document as resident agent for this entity.

CSC-Lawyers Incorporating Service Company

SIGNED By:



Resident Agent

Michelle R. Vannoy, Asst. Vice President

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 4 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE** ** KEEP WITH DOCUMENT ****

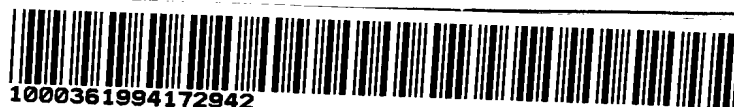
DOCUMENT CODE 09 BUSINESS CODE _____# D07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # D07944820 ACK # 1000361994172942
 LIBER: B01059 FOLIO: 0336 PAGES: 0004
 DIAMONDROCK HOSPITALITY COMPANY

01/09/2007 AT 01:38 P WO # 0001344456

New Name _____

FEES REMITTED
 Base Fee: 100
 Org. & Cap. Fee: 105
 Expedite Fee: 10

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Copy Fee: 241 Certified Copies

____ Certificates

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 299

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Credit Card _____ Check ☒ Cash _____Code 6041 Documents on 2 Checks

Attention: _____

Approved By: _____

Mail: Name and Address

Keyed By: RA

DAVID O. SMITH
 LWR LVL 1
 343 N CHARLES ST
 BALTIMORE

COMMENT(S):

MD 21201-4326

CERTIFIED
 COPY
 DATE

Stamp Work Order and Customer Number HERE

CUST ID: 0001901418
 WORK ORDER: 0001344456
 DATE: 01-12-2007 02:32 PM
 AMT. PAID: \$299.00

DIAMONDROCK HOSPITALITY COMPANY

ARTICLES OF AMENDMENT

DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") of Maryland that:

FIRST: The charter of the Corporation (the "Charter") is hereby amended by deleting therefrom in its entirety the first two sentences of Section 6.1 of Article VI and inserting in lieu thereof two new sentences to read as follows:

The Corporation has authority to issue 210,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and 10,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$2,100,000.

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 110,000,000 shares of stock, consisting of 100,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$1,100,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 210,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$2,100,000.

FOURTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized by Section 2-105(a)(12) of the MGCL without any action by the stockholders of the Corporation.

FIFTH: The information required by Section 2-607(b)(2)(i) of the MGCL was not changed by these Articles of Amendment.

SIXTH: These Articles of Amendment shall become effective upon filing with the Department.

SEVENTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge,

information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 9th day of January, 2007.

DIAMONDROCK HOSPITALITY COMPANY

By: William W. McCarten
Name: William W. McCarten
Title: Chairman and Chief Executive Officer

ATTEST:

By: Michael D. Schechter
Name: Michael D. Schechter
Title: Executive Vice President,
Secretary and General Counsel

CUST ID:0001901418
WORK ORDER:0001344456
DATE:01-12-2007 02:32 PM
AMT. PAID:\$299.00

Articles of Amendment
LIBC/2894903.2

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

RESOLUTION-CORPORATION
for
DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** KEEP WITH DOCUMENT ****DOCUMENT CODE 80 BUSINESS CODE _____# D07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000361998305506

ID # D07944820 ACK # 1000361998305506
 PAGES: 0002
 DIAMONDROCK HOSPITALITY COMPANY

05/19/2009 AT 02:54 P WO # 0001724945

New Name _____

FEES REMITTED

Base Fee: 25
 Org. & Cap. Fee: _____
 Expedite Fee: _____
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Mail Processing Fee: _____
 Other: _____

TOTAL FEES: \$25.00

Credit Card _____ Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: 007

Keyed By: _____

COMMENT(S): _____

_____ Change of Name
 _____ Change of Principal Office
☒ Change of Resident Agent
☒ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 _____ and Resident Agent's Address
 _____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code _____

Attention: _____

Mail: Name and Address

TRAID PROFESSIONAL SERVICES, LLC
ATTN: KRISTEN RAHM
2050 MARCONI DRIVE
SUITE 150
ALPHARETTA GA 30005

Stamp Work Order and Customer Number HERE

CUST ID: 0002281907
 WORK ORDER: 0001724945
 DATE: 05-20-2009 09:05 AM
 AMT. PAID: \$75.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of _____

DiamondRock Hospitality Company

(Name of Entity)

organized under the laws of Maryland, passed the following resolution:
(State)**[CHECK APPLICABLE BOX(ES)]**☐ The principal office is changed from: (old address)

to: (new address)

☒ The name and address of the resident agent is changed from:

CSC-LAWYERS INCORPORATING SERVICE COMPANY

7 ST. PAUL STREET, SUITE 1660 BALTIMORE, MD 21202

to:

National Registered Agents, Inc. of MD

836 Park Avenue, Second Floor, Baltimore, MD 21201

I certify under penalties of perjury the foregoing is true.



Secretary or Assistant Secretary

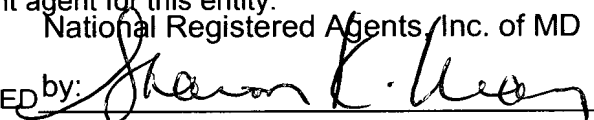
General Partner

Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

National Registered Agents, Inc. of MD

SIGNED by:



Resident Agent

Sharon K. Gray, Assistant Secretary

CUST ID:0002281907
WORK ORDER:0001724945
DATE:05-20-2009 09:05 AM
AMT. PAID:\$75.00

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

RESOLUTION-CORPORATION
for
DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

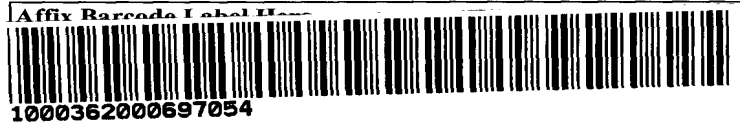
CORPORATE CHARTER APPROVAL SHEET****EXPEDITED SERVICE******** KEEP WITH DOCUMENT ****DOCUMENT CODE 80 BUSINESS CODE _____# W 07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



Affix Barcode Label Here
ID # D07944820 ACK # 1000362000697054
PAGES: 0002
DIAMONDROCK HOSPITALITY COMPANY

10/18/2010 AT 02:47 P WO # 0003711123

New Name _____

FEES REMITTED

Base Fee: 25
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: 75

TOTAL FEES: _____

Credit Card _____ Check ☒ Cash _____2 Documents on 1 ChecksApproved By: [Signature]

Keyed By: _____

COMMENT(S): _____

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent
and Resident Agent's Address
☐ Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 876

Attention: _____

Mail: Name and Address

COMPLETE CORPORATE SOLUTIONS, LLC
STE B
3361 FOXTAIL LN
GLEN ROCK PA 17327-8163

CUST ID: 0002494543
WORK ORDER: 0003711123
DATE: 10-18-2010 03:26 PM
AMT. PAID: \$245.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of _____

DiamondRock Hospitality Company

(Name of Entity)

organized under the laws of Maryland, passed the following resolution:
(State)**[CHECK APPLICABLE BOX(ES)]**☒ **The principal office is changed from: (old address)**

6903 Rockledge Drive, Suite 800, Bethesda, MD 20817

to: (new address)

3 Bethesda Metro Center, Suite 1500, Bethesda, MD 20814

☐ **The name and address of the resident agent is changed from:****to:**

I certify under penalties of perjury the foregoing is true.

William A. Termini

 Secretary or Assistant Secretary
 General Partner
 Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

CUST ID: 0002494543
 WORK ORDER: 0003711123
 DATE: 10-18-2010 03:26 PM
 AMT. PAID: \$245.00

SIGNED _____
 Resident Agent

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 4 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 09 BUSINESS CODE 09# D07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTEDBase Fee: 100Org. & Cap. Fee: 60Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 210Credit Card _____ Check / Cash _____1 Documents on 2 ChecksApproved By: [Signature]

Keyed By: _____

COMMENT(S):



1000362003524651

ID # D07944820 ACK # 1000362003524651

PAGES: 0004

DIAMONDROCK HOSPITALITY COMPANY

07/09/2012 AT 11:49 A WO # 0003994849

New Name _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 007

Attention: _____

Mail: Name and Address

**THE CORPORATION TRUST INCORPORATED
351 WEST CAMDEN STREET
BALTIMORE MD 21201-7912****Stamp Work Order and Customer Number HERE**

CUST ID: 0002778269

WORK ORDER: 0003994849

DATE: 07-09-2012 11:49 AM

AMT. PAID: \$210.00

RECEIVED
2012 JUL -9 AM 11:13

DIAMONDROCK HOSPITALITY COMPANY

ARTICLES OF AMENDMENT

DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") of Maryland that:

FIRST: The charter of the Corporation as currently in effect (the "Charter") is hereby amended by deleting therefrom in its entirety the first two sentences of Section 6.1 of Article VI and inserting in lieu thereof two new sentences to read as follows:

The Corporation has authority to issue 410,000,000 shares of stock, consisting of 400,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and 10,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$4,100,000.

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 210,000,000 shares of stock, consisting of 200,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$2,100,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 410,000,000 shares of stock, consisting of 400,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$4,100,000.

FOURTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly permitted by the Maryland General Corporation Law without any action by the stockholders of the Corporation.

FIFTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law was not changed by these Articles of Amendment.

SIXTH: These Articles of Amendment shall become effective upon filing with the Department.

SEVENTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge,

LIBC/4315480.2

information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

CUST ID:0002778269
WORK ORDER:0003994849
DATE:07-09-2012 11:49 AM
AMT. PAID:\$210.00

LIBC/4315480.2

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 9 day of July, 2012.

DIAMONDROCK HOSPITALITY COMPANY

By: 

Name: Mark W. Brugger

Title: Chief Executive Officer

ATTEST:

By: 

Name: William J. Tennis

Title: Executive Vice President,
Secretary and General Counsel

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES SUPPLEMENTARY-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET****EXPEDITED SERVICE******** KEEP WITH DOCUMENT ****DOCUMENT CODE 16 BUSINESS CODE _____# D07944820

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here



1000362006056982

Affix Barcode Label Here

ID # D07944820 ACK # 1000362006056982

PAGES: 0002

DIAMONDROCK HOSPITALITY COMPANY

02/26/2014 AT 12:40 P WO # 0004263688

New Name _____

FEES REMITTEDBase Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 150Credit Card _____ Check X Cash _____

_____ Documents on _____ Checks

Approved By: A. 01

Keyed By: _____

COMMENT(S):

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 194

Attention: _____

Mail: Name and Address

ROYSTON, MUELLER, MCLEAN & REID
 #600
 102 W. PENN AVE
 TOWSON MD 21204-4575

Stamp Work Order and Customer Number HERE

CUST ID: 0003047108

WORK ORDER: 0004263688

DATE: 02-26-2014 12:40 PM

AMT. PAID: \$150.00

DIAMONDROCK HOSPITALITY COMPANY**ARTICLES SUPPLEMENTARY**

DiamondRock Hospitality Company, a Maryland corporation (the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "SDAT"), that:

FIRST: Under a power contained in Section 3-802(c) of Title 3, Subtitle 8 of the Maryland General Corporation Law (the "MGCL"), the Company, by resolutions of its Board of Directors (the "Board of Directors") duly adopted at a meeting duly called and held, prohibited the Company from electing to be subject to Section 3-803 of the MGCL, unless such election is first approved by the affirmative vote of a majority of the votes cast on the matter by stockholders entitled to vote generally in the election of directors.

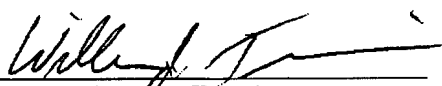
SECOND: The election to prohibit the Company from becoming subject to Section 3-803 of the MGCL without the stockholder approval referenced above has been approved by the Board of Directors in the manner and by the vote required by law.

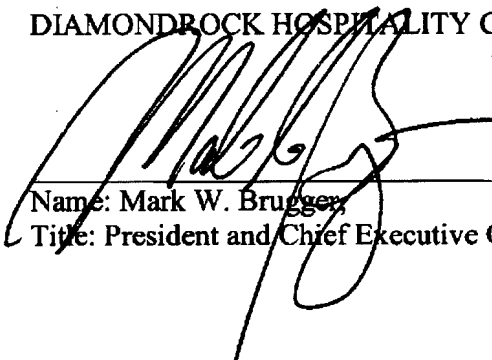
THIRD: The undersigned officer acknowledges these Articles Supplementary to be the act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Company has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Chief Executive Officer and attested by its Secretary on this 24th day of February, 2014.

ATTEST:

DIAMONDROCK HOSPITALITY COMPANY


 Name: William J. Tennis
 Title: Executive Vice President,
 General Counsel and
 Corporate Secretary


 Name: Mark W. Bruggen
 Title: President and Chief Executive Officer

(SEAL)

CUST ID: 0003047108
 WORK ORDER: 0004263688
 DATE: 02-26-2014 12:40 PM
 AMT. PAID: \$150.00

FEB 25 2014

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 3 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****

DOCUMENT CODE

BUSINESS CODE

#

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362009386899

ID # D07944820 ACK # 1000362009386899
 PAGES: 0003
 DIAMONDROCK HOSPITALITY COMPANY

05/04/2016 AT 08:48 A WO # 0004631401

New Name _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee: 425
 Expedite Fee: _____
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
 Certified Copies _____
 Copy Fee: _____
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Mail Processing Fee: _____
 Other: _____

TOTAL FEES: 525

Credit Card _____ Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: 9

Keyed By: _____

COMMENT(S): _____

Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address
 Resignation of Resident Agent
 Designation of Resident Agent
 and Resident Agent's Address
 Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
 351 W CAMDEN ST
 BALTIMORE MD 21201-7912

CUST ID: 0003414823
 WORK ORDER: 0004631401
 DATE: 05-04-2016 08:59 AM
 AMT. PAID: \$525.00

5/4/16
8:48am**DIAMONDROCK HOSPITALITY COMPANY****ARTICLES OF AMENDMENT**

DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom in its entirety the last sentence of Section 6.5 of Article VI as currently in effect.

SECOND: The foregoing amendment of the charter of the Corporation was declared advisable and approved by the entire Board of Directors of the Corporation as required by law.

THIRD: The stockholders of the Corporation approved the foregoing amendment at an annual meeting of stockholders duly called by the vote required under Maryland law and the charter and bylaws of the Corporation.

FOURTH: These Articles of Amendment shall become effective upon filing with the Department.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally.]

CUST ID:0003414823
WORK ORDER:0004631401
DATE:05-04-2016 08:59 AM
AMT. PAID:\$525.00

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 4th day of May, 2016.

DIAMOND BROCK HOSPITALITY COMPANY

By: 

Name: Mark W. Brugger

Title: President and Chief Executive Officer

ATTEST:

By: 

Name: William J. Tennis

Title: Executive Vice President,
General Counsel and Corporate Secretary

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 2 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

RESOLUTION-CORPORATION
for
DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 80 BUSINESS CODE _____# 707944820

Close _____ Stock _____ Nonstock _____

P A _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362010772160

ID # D07944820 ACK # 1000362010772160
PAGES: 0002
DIAMONDROCK HOSPITALITY COMPANY

11/03/2017 AT 11:11 A WO # 0004813602

New Name _____

**CERTIFIED
COPY MADE****FEES REMITTED**Base Fee
Org & Cap Fee
Expedite Fee
Penalty
State Recordation Tax
State Transfer Tax
Certified Copies
Copy Fee
Certificates
Certificate of Status Fee
Personal Property Filings
Mail Processing Fee
Other25
70
28
116

TOTAL FEES:

Credit Card _____ Check X Cash _____

_____ Documents on _____ Checks

Approved By 3

Keyed By _____

COMMENT(S):

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Designation of Resident Agent
and Resident Agent's Address
☐ Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 194

Attention: _____

CORPASSIST OF BALTIMORE
2ND FLOOR
836 PARK AVE
BALTIMORE MD 21201-4753CUST ID: 0003597025
WORK ORDER: 0004813602
DATE: 11-06-2017 10:57 AM
AMT. PAID: \$580.00

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of
DiamondRock Hospitality Company

(Name of Entity)

organized under the laws of Maryland passed the following resolution:
 (State)

(Check applicable boxes)

☒ The principal office is changed from: (old address)

3 Bethesda Metro Center, Suite 1500, Bethesda, MD 20814

to: (new address)

2 Bethesda Metro Center, Suite 1400, Bethesda, MD 20814

☐ The name and address of the resident agent is changed from:

 to: _____

I certify under penalties of perjury the foregoing is true.

Signed

Will F.

Secretary or Assistant Secretary
 General Partner
 Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

Signed

Resident Agent

CUST ID:0003597025
 WORK ORDER:0004813602
 DATE:11-06-2017 10:57 AM
 AMT. PAID:\$580.00

RECEIVED
 2017 NOV - 3 11:11 AM
 DEPARTMENT
 OF ASSESSMENTS
 & TAXATION

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 4 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF MERGER-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P A _____ Religious _____

Merging / Converting Diamond RockHospitality, LLC(Delaware)Surviving / Resulting Diamond RockHospitality Company(D07944820)**FEES REMITTED**

Base Fee: _____
 Org & Cap. Fee _____
 Expedite Fee: _____
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax _____
 Certified Copies _____
 Copy Fee _____
 Certificates _____
 Certificate of Status Fee _____
 Personal Property Filings: _____
 NP Fund _____
 Other _____

10044524TOTAL FEES. 569Credit Card _____ Check ☒ Cash _____

_____ Documents on _____ Checks

Approved By: _____

Keyed By: _____

COMMENT(S):

EFF. Feb. 26, 2019 @ 4:00 PM EST

1000362011855477

ID # D07944820 ACK # 1000362011855477
 PAGES 0004
 DIAMONDROCK HOSPITALITY COMPANY

02/26/2019 AT 01:00 P WO # 0004932306

New Name _____

Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address
 Resignation of Resident Agent
 Designation of Resident Agent
 and Resident Agent's Address
 Change of Business Code

Adoption of Assumed Name _____

Other Change(s) _____

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
 2405 YORK ROAD
 SUITE 201
 LUTHERVILLE TIMONIUM MD 21093-2264

CUST ID 0003715729
 WORK ORDER 0004932306
 DATE 02-26-2019 01:57 PM
 AMT PAID \$569 00

ARTICLES OF MERGER

merging

DIAMONDROCK HOSPITALITY, LLC.
(a Delaware limited liability company)

with and into

DIAMONDROCK HOSPITALITY COMPANY
(a Maryland corporation)

THIS IS TO CERTIFY THAT

FIRST DiamondRock Hospitality, LLC, a Delaware limited liability company (the “**Subsidiary**”), and DiamondRock Hospitality Company, a Maryland corporation (the “**Surviving Company**”), agree to effect a merger of the Subsidiary with and into the Surviving Company on the terms and conditions herein set forth (the “**Merger**”)

SECOND. The Surviving Company is a corporation formed under the laws of the State of Maryland and is the entity to survive the Merger. The principal office of the Surviving Company is located in Montgomery County

THIRD The Subsidiary is a limited liability company formed under the laws of the State of Delaware on May 26, 2004. The Subsidiary does not own an interest in land in the State of Maryland. The Subsidiary is not registered to do business in the State of Maryland

FOURTH The principal office of the Surviving Company in the State of Maryland is located at 2 Bethesda Metro Center, Suite 1400, Bethesda, Maryland 20814. The name and address of the Surviving Company’s resident agent is National Registered Agents, Inc. of MD, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093-2264

FIFTH The terms and conditions described in these Articles of Merger were advised, authorized, and approved by the Surviving Company in the manner and by the vote required by the laws of the State of Maryland and the charter and bylaws of the Surviving Company, as follows. The board of directors of the Surviving Company adopted a resolution declaring the terms and conditions of the Merger described herein were advisable. Stockholder approval of the Surviving Company’s stockholders was not sought in accordance with Section 3-106 of the MGCL

SIXTH The terms and conditions described in these Articles of Merger were advised, authorized, and approved by the Subsidiary in the manner and by the vote required by the laws of the State of Delaware and the Operating Agreement of the Subsidiary, as follows. The sole member of the Subsidiary adopted a resolution approving and authorizing the Merger, on substantially the terms and conditions set forth herein _____

CUST ID: 0003715729
WORK ORDER: 0004932306
DATE 02-26-2019 01:57 PM
AMT PAID \$569.00

ACTIVE/98504304 8

SEVENTH The total number of shares of stock of all classes and series that the Surviving Company is authorized to issue is 410,000,000 shares of stock, consisting of 400,000,000 shares of common stock, par value \$0.01 per share (the “**Common Stock**”) and 10,000,000 shares of preferred stock, par value \$0.01 per share (the “**Preferred Stock**”). The aggregate par value of the Common Stock is \$4,000,000, the aggregate par value of the Preferred Stock is \$100,000, and the aggregate par value of all shares of all classes of the Surviving Company’s stock is \$4,100,000.

EIGHTH The Subsidiary has one class of membership interest (the “**LLC Interests**”), representing 100% of the total percentage of outstanding membership interests in the Subsidiary. 100% of the LLC Interests are owned by the Surviving Company.

NINTH At the Effective Time (as defined below), the Subsidiary shall be merged with and into the Surviving Company, the separate existence of the Subsidiary will cease and the Merger will have the effects set forth in Section 3-114 of the Maryland General Corporation Law. At the Effective Time:

- (a) each outstanding LLC Interest, 100% of which are owned by the Surviving Company, will be cancelled, and
- (b) each share of Common Stock and Preferred Stock of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time.

TENTH The charter and bylaws of the Surviving Company will not be amended in connection with the Merger.

ELEVENTH The Merger shall become effective at 4:00 p.m. Eastern time on February 26, 2019 and upon the acceptance for record of these Articles of Merger with the State Department of Assessments and Taxation of Maryland (the “**Effective Time**”).

TWELFTH Each of the undersigned individuals acknowledges these Articles to be the act and deed of the respective entity on whose behalf such individual has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of such individual’s knowledge, information, and belief, these matters and facts relating to the entity on whose behalf such individual has signed are true in all material respects and that this statement is made under the penalties of perjury.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, these Articles of Merger are hereby signed in the name of and have been duly executed as of the 26th day of February, 2019

SUBSIDIARY:

ATTEST.

By: William J. Tennis
 Name: William J Tennis
 Title: Executive Vice President, General Counsel and Corporate Secretary

DIAMONDROCK HOSPITALITY, LLC
 By. **DiamondRock Hospitality Company,**
 its sole member

By: Jay L. Johnson
 Name Jay L. Johnson
 Title Executive Vice President and Chief Financial Officer

SURVIVING COMPANY:

WITNESS:

By: William J. Tennis
 Name: William J Tennis
 Title Executive Vice President, General Counsel and Corporate Secretary

DIAMONDROCK HOSPITALITY COMPANY

By: Jay L. Johnson
 Name Jay L. Johnson
 Title Executive Vice President and Chief Financial Officer

STATE OF MARYLAND
Department of Assessments and Taxation

I, Michael L. Higgs, Director of the State Department of Assessments and Taxation, hereby certify that the attached document, consisting of 3 pages, inscribed with the same Authentication Code, is a true copy of the public record of the

ARTICLES OF AMENDMENT-CORPORATION

for

DIAMONDROCK HOSPITALITY COMPANY

(Department ID: **D07944820**)

I further certify that this document is a true copy generated from the online service with the State Department of Assessments and Taxation.

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 June 24, 2019.



Michael L. Higgs
Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Baltimore Metro (410) 767-1344 / Outside Baltimore Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice

CORPORATE CHARTER APPROVAL SHEET**** EXPEDITED SERVICE ******** KEEP WITH DOCUMENT ****DOCUMENT CODE 09 BUSINESS CODE 03# D-07944820Close _____ Stock ☒ Nonstock _____

P.A. _____ Religious _____

Merging /Converting _____

Surviving/Resulting _____

FEEs REMITTED

Base Fee: _____

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

NP Fund: _____

Other: _____

TOTAL FEES: 193Credit Card _____ Check ☒ Cash _____1 Documents on 2 ChecksApproved By: 13

Keyed By: _____

COMMENT(S): _____



1000362012015733

ID # D07944820 ACK # 1000362012015733
PAGES: 0003
DIAMONDROCK HOSPITALITY COMPANY

05/08/2019 AT 12:04 P WO # 0004953357

New Name _____

**CERTIFIED
COPY MADE**

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264CUST ID: 0003736780
WORK ORDER: 0004953357
DATE: 05-08-2019 02:26 PM
AMT. PAID: \$343.00

DIAMONDROCK HOSPITALITY COMPANY

ARTICLES OF AMENDMENT

DiamondRock Hospitality Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom in its entirety Section 8.2 of Article VIII and replacing it with the following:

Section 8.2 Approval of Charter Amendments and Extraordinary Actions. Upon being declared advisable by the Board of Directors, the affirmative vote of the holders of shares entitled to cast at least a majority of the votes entitled to be cast on the matter shall be necessary to effect any: (i) amendment to the Charter, except for those amendments permitted to be made without stockholder approval under Maryland law or by specific provision in the Charter; (ii) share exchange, merger or consolidation of the Corporation with or into any person, except for those mergers permitted to be effected without stockholder approval under Maryland law; or (iii) sale of all or substantially all of the assets of the Corporation, or liquidation or dissolution of the Corporation.

SECOND: The foregoing amendment of the charter of the Corporation was declared advisable and approved by the entire Board of Directors of the Corporation as required by law.

THIRD: The stockholders of the Corporation approved the foregoing amendment at an annual meeting of stockholders duly called by the vote required under Maryland law and the charter and bylaws of the Corporation.

FOURTH: These Articles of Amendment shall become effective upon filing with the Department.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects; and that this statement is made under the penalties of perjury.

[The remainder of this page has been left blank intentionally]

CUST ID:0003736780
WORK ORDER:0004953357
DATE:05-08-2019 02:26 PM
AMT. PAID:\$343.00

RECEIVED

2019 MAY -8 P 12:04

DEPARTMENT OF
ASSESSMENTS AND
TAXATION

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Secretary on this 8th day of May, 2019.

DIAMONDROCK HOSPITALITY COMPANY

By: 

Name: Mark W. Brugger

Title: President and Chief Executive Officer

ATTEST:

By: 

Name: William J. Tennis

Title: Executive Vice President,
General Counsel and Corporate Secretary