

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ESA P PORTFOLIO L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

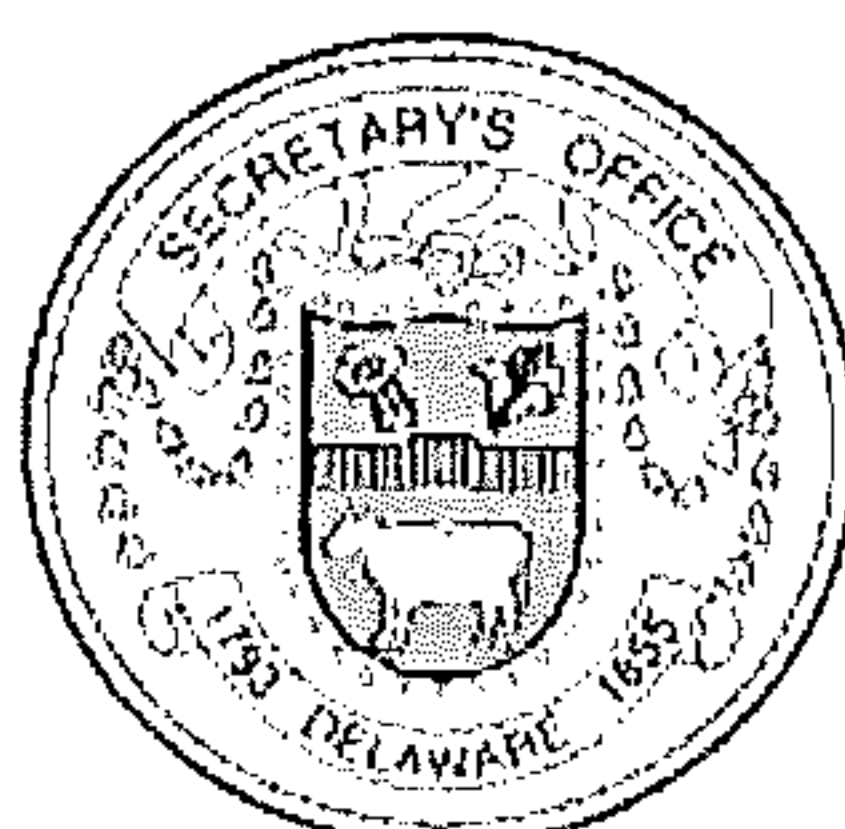
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:


CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF SEPTEMBER, A.D. 2004, AT 11:45 O`CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "BRE/ESA P PORTFOLIO L.L.C." TO "ESA P PORTFOLIO L.L.C.", FILED THE ELEVENTH DAY OF JUNE, A.D. 2007, AT 3:24 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF OCTOBER, A.D. 2010, AT 10:12 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "ESA P PORTFOLIO L.L.C.".




Jeffrey W. Bullock, Secretary of State

3852418 8100H
SR# 20212008086

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203273201
Date: 05-24-21

**CERTIFICATE OF FORMATION
OF**

BRE/ESA P PORTFOLIO L.L.C.


State of Delaware
Secretary of State
Division of Corporations
Delivered 11:45 AM 09/09/2004
FILED 11:45 AM 09/09/2004
SRV 040653142 - 3852418 FILE

This Certificate of Formation for BRE/ESA P Portfolio L.L.C. is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. Sections 18-101, *et seq.*).

1. The name of the limited liability company formed hereby is BRE/ESA P Portfolio L.L.C. (the "Company").

2. The address of the registered office of the Company in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, in the City of Dover, County of Kent, Delaware 19901. The name of the registered agent of the Company at such address is National Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of BRE/ESA P Portfolio L.L.C. this 9th day of September, 2004.



Amy Abbazia
Authorized Person

**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
BRE/ESA P Portfolio L.L.C.**

THIS Amended and Restated Certificate of Formation of BRE/ESA P Portfolio L.L.C. (the "LLC"), dated June 11, 2007, has been duly executed and is being filed by Nancy Bergmann as an authorized person in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of the LLC which was filed on September 9, 2004, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. **Name.** The name of the limited liability company formed and continued hereby is ESA P Portfolio L.L.C.
2. **Registered Office.** The address of the registered office of the LLC in the State of Delaware is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent.
3. **Registered Agent.** The name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first-above written.

/s/ Nancy Bergmann
Name: Nancy Bergmann
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:12 AM 10/08/2010
FILED 10:12 AM 10/08/2010
SRV 100979216 - 3852418 FILE

**CERTIFICATE OF MERGER
OF**

**ESA ACQUISITION PROPERTIES L.L.C.
AND
ESA ALASKA L.L.C.
AND
ESA MN PROPERTIES L.L.C.
AND
ESA FL PROPERTIES L.L.C.
AND
ESA PA PROPERTIES L.L.C.
AND
ESA PROPERTIES L.L.C.
AND
ESA P PORTFOLIO PA PROPERTIES L.L.C.
AND
ESA 2005-SAN JOSE L.L.C.
AND
ESA 2005-WALTHAM L.L.C.
AND
ESA 2005 PORTFOLIO L.L.C.
AND
ESA TXGP L.L.C.
AND
ESA P PORTFOLIO TXNC GP L.L.C.
AND
ESH/HV PROPERTIES L.L.C.
AND
ESH/HOMESTEAD PORTFOLIO L.L.C.
AND
ESH/MSTX GP L.L.C.
AND
ESH/TXGP L.L.C.
AND
ESA TX PROPERTIES L.P.
AND
ESA P PORTFOLIO TXNC PROPERTIES L.P.
AND
ESH/MSTX PROPERTY L.P.
AND
ESH/TX PROPERTIES L.P.

WITH AND INTO

ESA P PORTFOLIO L.L.C.**

Under Section 18-209(c) of the
Delaware Limited Liability Company Act

Dated: October 8, 2010

The undersigned limited liability company, formed and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities that shall not survive the merger (collectively, the "Non-Surviving Entities") are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
ESA Acquisition Properties L.L.C.	Delaware
ESA Alaska L.L.C.	Delaware
ESA MN Properties L.L.C.	Delaware
ESA FL Properties L.L.C.	Delaware
ESA PA Properties L.L.C.	Delaware
ESA Properties L.L.C.	Delaware
ESA P Portfolio PA Properties L.L.C.	Delaware
ESA 2005-San Jose L.L.C.	Delaware
ESA 2005-Waltham L.L.C.	Delaware
ESA 2005 Portfolio L.L.C.	Delaware
ESA TXGP L.L.C.	Delaware
ESA P Portfolio TXNC GP L.L.C.	Delaware
ESH/HV Properties L.L.C.	Delaware
ESH/Homestead Portfolio L.L.C.	Delaware
ESH/MSTX GP L.L.C.	Delaware

ESH/TXGP L.L.C.	Delaware
ESA TX Properties L.P.	Delaware
ESA P Portfolio TXNC Properties L.P.	Delaware
ESH/MSTX Property L.P.	Delaware
ESH/TX Properties L.P.	Delaware

SECOND: The name and jurisdiction of formation of the limited liability company that shall survive the merger (the "Surviving LLC") are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
ESA P Portfolio L.L.C.	Delaware

THIRD: An Agreement and Plan of Merger, dated as of October 8, 2010, by and among the Non-Surviving Entities and the Surviving LLC (the "Merger Agreement") has been approved and executed by each of the Non-Surviving Entities and the Surviving LLC.

FOURTH: The name of the surviving domestic limited liability company is ESA P Portfolio L.L.C.

FIFTH: The merger of the Non-Surviving Entities into the Surviving LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at a place of business of the Surviving LLC. The address of such place of business of the Surviving LLC is c/o Extended Stay Hotels, 100 Dunbar Street, Spartanburg, SC 29306.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC and any member, partner or other person holding an interest in any of the Non-Surviving Entities.

[Remainder of the Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be duly executed as of the date first written above.

ESA P PORTFOLIO L.L.C.

By: _____

Name: David Lichtenstein

Title: President



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
06/30/2021 08:36:06 AM
\$40.00 MISTI
20210630000315790

Allen S. Bayal

[Certificate of Merger for the Tier 1 Debtors -- ESA P Portfolio L.L.C.]