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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

La Quinta Motor Inns, Inc.

1.3.00

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

2. Name and address of receiving party(ies)

Name: La Quinta Inns, Inc.

Internal Address: P.O. Box 2636

Street Address:

City: San Antonio State: TX Zip: 78299

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Texas Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) (see attached Schedule)

B. Trademark Registration No.(s) See Attached Schedule A

1411800

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Beth Kotran, Esq.

Internal Address:

Street Address: Goodwin Procter LLP Seven Becker Farm Road

City: Roseland State: NJ Zip: 07068

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

06-0923

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Beth Kotran, Esq.

[Signature]

November 27, 2001

Name of Person Signing

Signature

Date

01/07/2002 DBYRNE 00000053 060923 1411800 Total number of pages including cover sheet, attachments, and document: 11

01 FC:481 40.00 CH 02 FC:482 100.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002417 FRAME: 0722

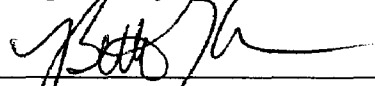
Schedule A

<u>Trademark</u>	<u>Registration No.</u>
CAB CLUB & Design	1,411,800
LA QUINTA BRAIN TRUST	1,429,660
LA QUINTA INN & Design	1,199,980
LA QUINTA MOTOR INNS & Design	1,393,579
LA QUINTA MOTOR INNS & Design	1,393,578

REQUEST FOR RECORDATION OF NAME CHANGE

La Quinta Inns, Inc., a Texas corporation formerly having the name of La Quinta Motor Inns, Inc., hereby requests that its change of name from La Quinta Motor Inns, Inc. to La Quinta Inns, Inc. be recorded in connection with the registrations listed in Schedule A attached hereto. The change of name is reflected on the attached document entitled "La Quinta Inns, Inc. Restated Articles of Incorporation" in Article 1, wherein it is stated that the "name of the corporation is LA QUINTA INNS, INC." La Quinta Inns, Inc. therefore requests that this amendment of its name be recorded for each of the referenced registrations.

Respectfully submitted,



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Beth M. Kotran  
GOODWIN PROCTER LLP  
Seven Becker Farm Road  
Roseland, New Jersey 07068  
(973) 992-1990

Dated: November 27, 2001  
Roseland, New Jersey

Schedule A

Trademark

Registration No.

CAB CLUB & Design

1,411,800

LA QUINTA BRAIN TRUST

1,429,660

LA QUINTA INN & Design

1,199,980

LA QUINTA MOTOR INNS & Design

1,393,579

LA QUINTA MOTOR INNS & Design

1,393,578

FILED  
In the Office of the  
Secretary of State of Texas

MAY 27 1994

LA QUINTA INNS, INC.  
RESTATED ARTICLES OF INCORPORATION  
Corporations Section

ARTICLE ONE

LA QUINTA INNS, INC., pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the Corporation are amended by these Restated Articles of Incorporation as follows:

Article I.

The name of the corporation is LA QUINTA INNS, INC.

Article II.

The following amendment to the Articles of Incorporation, adopted by the shareholders of the corporation on May 26, 1994, increases the number of authorized shares of Common Stock, par value \$.10 per share, of the Corporation from 40,000,000 shares to 100,000,000 shares. The amendment alters or changes "Article Four" of the original or amended Articles of Incorporation and the full text of each provision altered is as follows:

"ARTICLE FOUR

The aggregate number of shares which the Corporation has authority to issue is One Hundred Million (100,000,000) of a par value of Ten Cents (\$.10) per share."

**ARTICLE THREE**

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation on the 26th day of May, 1994.

**ARTICLE FOUR**

The number of shares outstanding was 30,426,833; the number of shares entitled to vote on these Restated Articles of Incorporation as so amended was 30,426,833; the number of shares voted for such Restated Articles as so amended was 25,131,824; and the number of shares voted against such Restated Articles as so amended was 2,894,065.

**ARTICLE FIVE**

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

[REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

RESTATED ARTICLES OF INCORPORATION  
LA QUINTA INNS, INC.

ARTICLE ONE

The name of the corporation is LA QUINTA INNS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To own and/or operate and/or manage motor inn, hotel and restaurant businesses and/or chains thereof; to acquire, hold, and dispose of interests therein; to establish, maintain and operate services of any kind incident thereto and to acquire real property subject to Part Four of the Texas Miscellaneous Corporation Laws Act;
2. To engage in any lawful act or activity for which corporations may be organized under the Texas Business Corporation Act; and
3. To enter into partnerships as a general and/or limited partner.

ARTICLE FOUR

The aggregate number of shares which the Corporation has authority to issue is One Hundred Million (100,000,000) of a par value of Ten Cents (\$.10) per share.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of the registered office of the Corporation is Weston Centre, 112 East Pecan, P.O. Box 2636, San Antonio, Texas 78299-2636, and the name of its registered agent at that address is John F. Schmutz.

ARTICLE SEVEN

The number of Directors then constituting the Board of Directors is eight (8), and the names and addresses of the persons who serve as Directors until the annual meeting of shareholders, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Joseph P. Azrack	Aldrich, Eastman & Walitch, Inc. 225 Franklin Street Boston, MA 02110-2803
Dr. William H. Cunningham	The University of Texas Systems 601 Colorado Street O. Henry Hall Austin, Texas 78701
Barry K. Fingerhut	GeoCapital Corp. 767 Fifth Avenue, 45th Floor New York, New York 10153
Dr. George Kozmetsky	2815 San Gabriel Austin, Texas 78705-3594



Donald J. McNamara

The Hampstead Group  
4200 Texas Commerce Tower West  
2200 Ross Avenue  
Dallas, Texas 75201

Gary L. Mead

La Quinta Inns, Inc.  
Weston Centre  
112 East Pecan  
P.O. Box 2636  
San Antonio, Texas 78299-2636

Peter Sterling

Sid R. Bass, Inc.  
& Lee M. Bass, Inc.  
201 Main Street, Suite 3200  
Fort Worth, Texas 76102

Thomas M. Taylor

Thomas M. Taylor & Co.  
201 Main Street, Suite 3200  
Fort Worth, Texas 76102

#### ARTICLE EIGHT

[The text of Article Eight has been omitted pursuant to Article 4.07C(2) of the Texas Business Corporation Act.]

#### ARTICLE NINE

Directors shall be elected by majority vote. Cumulative voting shall not be permitted. No holder of shares of the Corporation of any class, now or hereafter authorized, including shares previously issued, shall as such holder have any pre-emptive right to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE TEN

The Board of Directors is authorized to make, alter or repeal the By-Laws of the Corporation.

#### ARTICLE ELEVEN

Any director or officer or former director or officer of the Corporation who is a party or is threatened to be made a party to

any threatened, pending or completed action, whether civil, criminal, administrative, or investigative, by reason of being or having been a director or officer, except in actions which he shall be adjudged liable for negligence or misconduct in performance of duty, shall be indemnified by the Corporation for all expenses actually and necessarily incurred by him in connection with the defense of said action.

ARTICLE TWELVE

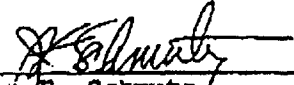
No director of the Corporation shall be liable to the Corporation or its shareholders or members for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

- (1) a breach of director's duty of loyalty to the Corporation or its shareholders or members;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided for by statute; or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

Dated: May 26, 1994

LA QUINTA INNS, INC.

By: \_\_\_\_\_

  
John F. Schmutz  
Vice President-General  
Counsel and Secretary

LQ1/Reit-Ars.054

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