

LODGIAN, INC.
NOMINATING COMMITTEE CHARTER

1. Members. The Board of Directors shall appoint a Nominating Committee of at least two directors of the Board and designate one member as chairperson. The Nominating Committee shall consist entirely of “independent” members of the Board of Directors. “Independent” means a director who satisfies all criteria for independence established by the American Stock Exchange definition of “independent” (including any criteria imposed with respect to service on a nominating or similar committee), or otherwise by applicable law, and is otherwise free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Nominating Committee, all as determined by the Board of Directors.

2. Purposes, Duties and Responsibilities. The Nominating Committee shall assist the Board of Directors in identifying, screening and recommending qualified candidates to serve as directors of the Company. Specifically, the Nominating Committee will:

- (a) Recommend to the Board candidates for election or reelection to the Board at each annual meeting of stockholders of the Company.
- (b) Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board.
- (c) Consider stockholder nominees that have been made in compliance with Article III, Section 3 of the Company’s Amended Restated Bylaws.
- (d) Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board.
- (e) Aid in attracting qualified candidates to serve on the Board.
- (f) Make reports and recommendations to the Board of Directors within the scope of its functions.
- (g) Conduct an annual performance evaluation of the Nominating Committee.

3. Meetings. The Nominating Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines. The majority of the members of the Nominating Committee constitutes a quorum.