

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

April 24, 2019

Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on April 16, 2019 The Nasdaq Stock Market (the "Exchange") received from Sotherly Hotels Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

8.25% Series D Cumulative Redeemable Perpetual
Preferred Stock, par value \$0.01 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

