

PO 7000061848

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

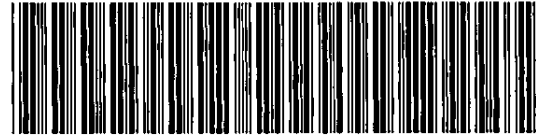
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000104308820

06/22/07--01001--015 **35.00

FILED
07 JUN 21 PM 4: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
07 JUN 21 PM 3: 52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amanda Rest
G. Ouellette JUN 21 2007



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

June 21, 2007

Secretary of State, Florida
2661 Executive Circle Center
Tallahassee FL 32301

Re: Order #: 6957905 SO
Customer Reference 1: 29578-0001
Customer Reference 2:

Dear Secretary of State, Florida:

Please obtain the following:

Island Hospitality Management II Inc (FL)
Cert Copy of Articles of Inc & All Amend/Mrgr
Florida

Island Hospitality Management II Inc (FL)
Misc - Domestic Corporate Filing - Amended and Restated Articles of
Incorporation
Florida

RECEIVED
07 JUN 21 PM 3:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Annette,
Please follow this filing with the attached request for Articles and Amendments from the certification section. I wish to have this amendment included in that set per discussion. Thanks a bunch!

Enclosed please find a check for the requisite fees. Please return document(s) to the to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

File First



CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

ISLAND HOSPITALITY MANAGEMENT II, INC.

FILED
07 JUN 21 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of the corporation is Island Hospitality Management II, Inc. (the "Corporation").

**ARTICLE 2
MAILING ADDRESS**

The street address of the Corporation is 50 Coconut Row, Suite 200, Palm Beach, FL 33480.

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at that office is C T Corporation System.

**ARTICLE 4
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA"). The Corporation will have perpetual existence.

ARTICLE 5
CAPITAL STOCK

A. **Authorized Classes and Number of Shares.** The total number of shares of all classes of capital stock that the Corporation is authorized is 10,000 shares, consisting of (1) 9,000 shares of Class A Voting Common Stock, par value \$1.00 per share ("**Class A Common Stock**") and (2) 1,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share ("**Class B Common Stock**"). The Class A Common Stock and the Class B Common Stock, together with any other class of common capital stock hereafter authorized by the Corporation, are collectively referred to herein as "**Common Stock.**"

B. **Common Stock.**

(1) **Ranking.** Except as expressly provided in this Article 5 and as otherwise required by law, all shares of Class A Common Stock and Class B Common Stock shall be identical in all respects, shall entitle the respective holders thereof to the same rights and privileges. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation holders of shares of Common Stock shall be entitled to receive all the assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them. The holders of Common Stock shall participate in such assets as if all classes and series of Common Stock constituted a single class of stock.

(2) **Voting Rights.**

(a) Except as otherwise required by law or this Certificate of Incorporation, the holders of shares of Class A Common Stock shall vote together as a single class. Each share of Class A Common Stock issued and outstanding as of the applicable record date shall have one vote per share.

(b) The shares of Class B Common Stock shall be non-voting common stock, and holders of shares of Class B Common Stock shall not be entitled to vote or give consent with respect to any matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent; provided, that at any time such holders are entitled to vote as required by law, such holders shall have one vote per share.

(3) **Dividends.** The holders of shares of Common Stock shall be entitled to receive, when, and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are available therefor, dividends payable either in cash, in property or in shares of capital stock.

ARTICLE 6
BOARD OF DIRECTORS

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. Business and Affairs. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. Number of Directors. The number of directors that shall constitute the whole Board of Directors shall from time to time be fixed exclusively by the Board of Directors by a resolution adopted by a majority of the entire Board of Directors serving at the time of that vote. A director shall hold office until the next annual meeting of stockholders of the Corporation and until his successor shall be duly elected and shall duly qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

C. Powers of Directors. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, this Certificate of Incorporation and the Bylaws. In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders to alter or repeal any Bylaw made by the Board of Directors.

D. Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the FBCA as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Section D shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

E. Indemnification.

(a) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection

with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Section E shall include the right to be paid by the Corporation the expenses as incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(b) The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Section E to directors and officers of the Corporation.

(c) The rights to indemnification and to the advance of expenses conferred in this Section E shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested stockholders or otherwise.

(d) Any repeal or modification of this Section E shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE 7 **RESERVATION OF RIGHTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this First Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The foregoing First Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by written consent and were adopted by the Shareholders of the Corporation by written consent effective as of June 21, 2007.

By: 

Name: Jeffrey H. Fisher

Title: Chairman, President and Authorized Officer

**CERTIFICATE TO FIRST AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF ISLAND HOSPITALITY MANAGEMENT II, INC.**

1. In accordance with Section 607.1002 of the Florida Statutes, the Board of Directors of the Corporation adopted the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these First Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007 of the Florida Statutes.

By: 

Name: Jeffrey H. Fisher

Title: Chairman, President and Authorized Officer