

P99000051892

Sunstate Research
Requestor's Name

Address

City/State/Zip

Phone #

300002964033--8

-08/19/99-01029-025

****442.50 *****52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fall Sail Live, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment / <u>Restated</u>
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

file
Amend, Restated / ST
A.C.
C. COULLETTE AUG 19 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 19 AM 11:00

RECEIVED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FULL SAIL LIVE, INC.

FILED
99 AUG 19 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation

ARTICLE I
Name

The name of this corporation is **FULL SAIL LIVE, INC.** and by the amendments herein contained is being changed to **SILVER CITY LIVE, INC.**, and its address and principal office is at 3260 University Blvd., Suite 210, Winter Park, Florida 32792.

ARTICLE II
Amendments to Articles of Incorporation

This Amended and Restated Articles of Incorporation of the Corporation contains amendments to the Articles of Incorporation requiring shareholder approval.

ARTICLE III
Adoption and Text of the Amended and Restated Articles of Incorporation

All of the directors of the Corporation approved a resolution approving the Amended and Restated Articles of Incorporation by written consent dated the 18th day of August, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution approving the Amended and Restated Articles of Incorporation by written consent dated the 18th day of August, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the Amended and Restated Articles of Incorporation.

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated in their entirety to read as follows:

"ARTICLE I
Name of Corporation

The name of this Corporation shall be **SILVER CITY LIVE, INC.**, and its address and principal office is at 3260 University Blvd., Suite 210, Winter Park, Florida 32792.

ARTICLE II
Existence of Corporation

This corporation shall begin on June 4, 1999, at 8:43 a.m., and shall have perpetual existence.

ARTICLE III
Purpose

The purpose of the corporation shall be limited to acting as the Managing Member of Silver City Live, LLC, a Florida limited liability company (the "Company"), and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as Managing Member of the Company for a mortgage loan and other indebtedness (the "Indebtedness") to be incurred by the Company in favor of Lehman Brothers Holdings, Inc., doing business as Lehman Capital, a division of Lehman Brothers Holdings, Inc. ("Lender") and its successors and assigns ("Lender") with respect to the Indebtedness and trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property, as defined in the Articles of Organization for Florida Limited Liability Company for the Company filed with the Florida Secretary of State (the "Property").

ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 3260 University Boulevard, Suite 210, Winter Park, Florida 32792, and the name of the corporation's registered agent is Edward E. Haddock, Jr. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI
Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation as long as the Indebtedness is outstanding.

ARTICLE VII
Regulation of Internal Affairs

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take or cause the Company to take any of the following actions:
 - a. causing the Corporation or Company to become insolvent;
 - b. commencing any case, proceeding or other action on behalf of the Corporation or Company under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
 - c. instituting proceedings to have the Corporation or Company adjudicated as bankrupt or insolvent;
 - d. consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Company;
 - e. filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or Company of its debts under any federal or state law relating to bankruptcy;

- f. seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Company or a substantial portion of the properties of the Corporation or the Company;
- g. making any assignment for the benefit of the Corporation's or the Company's creditors; or
- h. taking any action or causing the Corporation or the Company to take any action in furtherance of any of the foregoing;

2. For so long as the Indebtedness is outstanding, the Corporation shall not, without the Lender's advance written consent:

- a. amend these Articles of Incorporation or Corporation's Bylaws or cause the Company to amend its Articles of Organization and/or Company's Regulations and Operating Agreement;
- b. engage in any business activity other than as set forth in Article III;
- c. withdraw as a Managing Member of the Company;
- d. dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Company to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Company's assets; or
- e. Transfer its interest or a portion thereof in the Company, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall and the Corporation shall require the Company to:

- a. not commingle its assets with those of any other entity and hold its assets in its own name;
- b. conduct its own business in its own name;
- c. maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- d. maintain its books, records, resolutions and agreements as official records and separate from any other entity;

- e. pay its own liabilities out of its own funds;
- f. maintain adequate capital in light of contemplated business operations;
- g. observe all corporate or other organizational formalities;
- h. maintain an arm's length relationship with its affiliates;
- i. pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- j. not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- k. not acquire obligations or securities of affiliates or shareholders;
- l. not make loans to any other person or entity;
- m. allocate fairly and reasonably any overhead for shared office space;
- n. use separate stationery, invoices, and checks;
- o. not pledge its assets for the benefit of any other entity;
- p. hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- q. not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Company's creditors in connection with all corporate actions.

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

Name

Address

Edward E. Haddock, Jr.

3260 University Blvd., Suite 210
Winter Park, Florida 32792

ARTICLE IX
Effective Date of Restatement

The effective date of these Amended and Restated Articles of Incorporation set forth herein shall be the 18th day of August, 1999."

IN WITNESS WHEREOF, I, the undersigned, have executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated this 18th day of August, 1999..

SILVER CITY LIVE, INC.

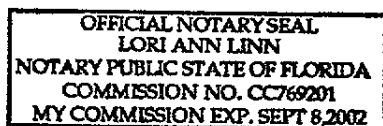
By: _____

Edward E. Haddock, Jr., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of August, 1999, by Edward E. Haddock, Jr., who is personally known to me ~~or has produced~~ _____ as identification.

Notary Public - State of Florida



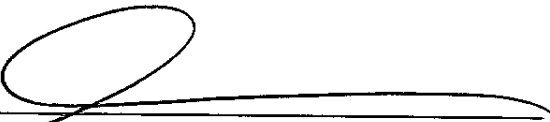
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **SILVER CITY LIVE, INC.** (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Edward E. Haddock, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3260 University Boulevard, Suite 210, Winter Park, Florida 32792.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 18th day of August, 1999.


Edward E. Haddock, Jr.

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