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Norris, Koberlein & Anderson, P.A.

ATTORNEYS AT LAW
CNB NATIONAL BANK BUILDING
201 N. MARION STREET - SUITE 301
P.O. DRAWER 2349
LAKE CITY, FL 32056-2349

JOHN E. NORRIS
FREDERICK L. KOBERLEIN*
EDDIE M. ANDERSON
GUY W. NORRIS

TEL: (904) 752-7240
FAX: (904) 752-1577
*CERTIFIED CIRCUIT COURT MEDIATOR

February 24, 1998

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

Gentlepersons:

Enclosed for filing are the following:

1. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida for Tallahassee Cabot Lodge, Inc., including Certificate of Existence/Authority from the Mississippi Secretary of State, together with this firm's check in the amount of $122.50 which represents $35.00 for the filing fee, $35.00 for the designation of and acceptance by Registered Agent, and $52.50 for the certified copy

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98 FEB 25 AM 9:13
DIVISION OF CORPORATIONS

2. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida for Gainesville Cabot Lodge, Inc., including Certificate of Existence/Authority from the Mississippi Secretary of State, together with this firm's check in the amount of $122.50 which represents $35.00 for the filing fee, $35.00 for the designation of and acceptance by Registered Agent, and $52.50 for the certified copy

3. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Gainesville Cabot Lodge, LLC, including a Certificate of Existence from the Tennessee Secretary of State, and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of $337.50 which represents $250.00 for the filing fee, $35.00 for the Certificate of Designation of Registered Agent/Registered Office, and $52.50 for the certified copy

CORAPAND

Amend
02-26-98
CC

4. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Tallahassee Cabot Lodge, LLC, including a Certificate of Existence from the Tennessee Secretary of State, and Certificate of Designation of Registered Agent/Registered Office, together with this firm's check in the amount of $337.50 which represents $250.00 for the filing fee, $35.00 for the Certificate of Designation of Registered Agent/Registered Office, and $52.50 for the certified copy

5. Original and two copies of Articles of Amendment to Articles of Incorporation of Inn of Jacksonville-Airport, Inc., together with this firm's check in the amount of $140.00 which represents $35.00 for the filing fee and 105.00 for two certified copies

We would appreciate your immediate filing of these documents and returning the certified copies to this office.

If you have any questions, please do not hesitate to call me.

Thank you for your courtesies.

Sincerely yours,

John E. Norris

JEN:dac
Enclosures
cc w/o encls.: Mr. Robert N. Warrington
Mr. Gaines P. Sturdivant

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

INN OF JACKSONVILLE-AIRPORT, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

See Exhibit "A" hereto, the terms of which are incorporated herein by reference.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 2-18-98.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

and by the board of directors

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23RD day of February, 19 98.

Signature Michael J. Hart
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael J. Hart, CPA
Typed or printed name

Vice-President and Treasurer
Title

EXHIBIT "A" TO ARTICLES OF AMENDMENT
FOR INN OF JACKSONVILLE-AIRPORT, INC.

1. The Articles of Incorporation, as previously amended, are hereby further amended to include the following:

The Corporation's business and purpose shall consist solely of the following:

(a) To engage solely in the ownership, operation and management of a real estate project known as the "Holiday Inn, Jacksonville, Florida Airport" located at I-95 at Airport Road, Jacksonville, Florida (hereinafter the "**Property**"), pursuant to and in accordance with the Articles of Incorporation, as amended, and the Corporation's By-Laws; and

(b) Such other business as may be permitted by holder of that certain indebtedness of the Corporation to Column Financial, Inc. (as more particularly described below); and

(c) To engage in such other lawful activities permitted to corporations by the laws of the State of Mississippi as are incidental, necessary or appropriate to the foregoing.

2. The Articles of Incorporation as previously amended are hereby further amended to include the following provision:

(a) At all times at which the Board of Directors of the Corporation shall take, or shall be required to take, any action in any such capacity and until such time as all obligations secured by the Mortgage and the Security Agreement be executed by the Corporation in favor of Column Financial, Inc., its successors and assigns, consisting of a $17,400,000.00 Promissory Note have been satisfied and paid in full, there shall be at least one (1) Independent Director. As used herein, the term "Independent Director" shall mean an individual who, except in his or her capacity as an Independent Director of the Corporation, is not, and has not been during the

two (2) years immediately before such individual's appointment as an Independent Director, (i) a member, stockholder, director, manager, officer or employee of the Corporation or any of its Affiliates (as defined below); (ii) affiliated with a significant customer or supplier of the Corporation or any of its Affiliates (as defined below); (iii) a spouse, parent, sibling or child of any person described in (i) or (ii) above.

As used herein, the term "Affiliate" shall mean any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, any membership interest in the Corporation, or (ii) which controls or is under common control with the Corporation. The term "control" as used herein shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise.

(b) With the consent of the Shareholders and Board of Directors of the Corporation, which consent the Shareholders and Directors believe to be in the best interest of said Shareholders, Directors and the Corporation, no Independent Director shall, with regard to any action to be taken under or in connection with this provision, owe a fiduciary duty or other obligation to the Shareholders or the Directors nor to any successor Shareholders or Directors (except as may specifically be required by the statutory law of any applicable jurisdiction), and every Shareholder and Director, including each successor Shareholder and Director, shall consent to the foregoing by virtue of said Shareholder's purchase of an interest in the Corporation, no further act or deed of any Shareholder being required to evidence such consent. Instead, such Independent Director's fiduciary duty and other obligations with regard to such action under or in connection with this provision shall be owed to the Corporation (including its creditors). In addition, no Independent Director may be removed unless and until his or her successor has been elected.

(c) Notwithstanding any provisions of the Articles of Incorporation or By-Laws, or any amendments thereto and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Directors, including the

Independent Director, do any of the following:

(i) engage in any business or activity other than those set forth in Section 1 above;

(ii) incur any indebtedness or assume or guarantee any indebtedness of any other entity, other than indebtedness in connection with the acquisition of the Property and normal trade accounts payable in the ordinary course of business, except for the cross-collateralization of the Property with a $4,600,000.00 loan made contemporaneously with the loan made by Column Financial, Inc. to Jacksonville Airport Hotels, LLC;

(iii) dissolve or liquidate in whole or in part;

(iv) consolidate or merge with or into any other entity or convey, transfer or lease its property and assets substantially as an entirety to any entity;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any action in furtherance of any of such actions; or

(vi) amend the Articles of Incorporation or the By-Laws of the Corporation.

3. The Articles of Incorporation as previously amended are further amended to include the following provision:

(a) The Corporation shall:

(i) Maintain books and records and bank accounts separate from those of any other person or entity;

(ii) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; and

(iv) Hold regular meetings of the Shareholders and Directors, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities.

(b) The Corporation shall not:

(i) Commingle its assets or funds with those of any other person or entity, without the prior, written consent of the holder of the Corporation's indebtedness to Column Financial, Inc.; or

(ii) Guarantee or pay the debts or obligations of any other person without the unanimous consent of the Directors, including the Independent Director.