

131562

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 399575 9534A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 95.00

ORDER DATE : December 3, 2014

ORDER TIME : 3:20 PM

ORDER NO. : 399575-005

CUSTOMER NO: 9534A

DOMESTIC AMENDMENT FILING

NAME: BOUGHTON HOTEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
BOUGHTON HOTEL, INC.
Document No. 131562**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, BOUGHTON HOTEL, INC., a Florida profit corporation, adopts the following amendments to its Articles of Incorporation:

1. The original Certificate of Incorporation was executed on December 2, 1935 and filed on December 5, 1935 as document number 131562.
2. Article III of the Certificate of Incorporation authorized the issuance of fifty (50) shares of common stock without nominal or par value. The amendment executed December 27, 1963 increased the authorized shares to three hundred (300) common shares without nominal or par value. The Corporation presently has one hundred (100) shares of common stock which are issued and outstanding.
3. The Corporation shall recapitalize its common shares by amending Article III to read as follows:

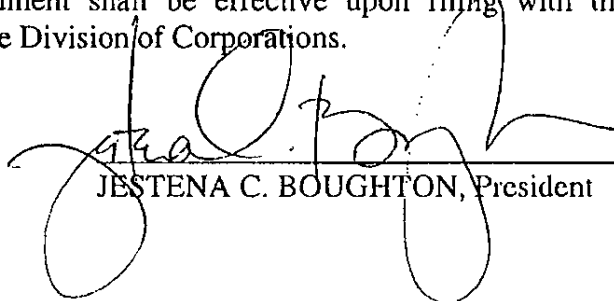
**Article III
Common Stock**

- (a) The maximum number of shares of stock that this Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of two dollars and forty-five cents (\$2.45) per share.
- (b) The authorized shares of common stock shall be further subdivided into one hundred (100) Class A voting common stock and nine thousand nine hundred (9,900) shares of Class B non-voting common stock.

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
BOUGHTON HOTEL, INC.**

- (c) Regarding any matter upon which the shareholders of the Corporation are required or permitted to vote, such vote shall be possessed entirely by the 100 Class A voting shares of the common stock of the Corporation. The Class B non-voting common stock shall not possess any voting rights.
 - (d) Except as to voting rights each share of the common stock of the Corporation (both Class A voting and Class B non-voting) shall have equal rights; specifically, equal rights to dividends and other distributions on the common stock of the Corporation.
 - (e) As a part of this recapitalization the current registered owner of common shares shall receive all one hundred (100) Class A voting common shares and all nine thousand nine hundred (9,900) Class B non-voting common shares to replace the common stock owned by said shareholder.
 - (f) The capital stock account of the Corporation is twenty-four thousand five hundred dollars (\$24,500). Thus no adjustment to the capital stock account is required as a result of this recapitalization.
4. These Articles of Amendment were adopted by a unanimous vote of the directors and shareholders of the Corporation on December 11, 2014.
5. These Articles of Amendment shall be effective upon filing with the Florida Department of State Division of Corporations.

EXECUTED this December 3, 2014.



JESTENA C. BOUGHTON, President

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
BOUGHTON HOTEL, INC.

**CONSENT TO ACTION TAKEN
IN LIEU OF A SPECIAL MEETING OF
THE SHAREHOLDER AND DIRECTOR OF
BOUGHTON HOTEL, INC.**

THE UNDERSIGNED, being the sole shareholder and sole director of BOUGHTON HOTEL, INC., a Florida corporation, does hereby waive notice of and the holding of a formal special director's and shareholder's meeting and does hereby consent to and ratify the following actions on behalf of the Corporation:

1. **Recitals:** The Corporation presently has three hundred (300) shares of common stock authorized for issue with each share without nominal or par value. Of these authorized shares one hundred (100) shares are issued and outstanding. The current shareholdings of the Corporation are as follows:

JESTENA C. BOUGHTON, sole shareholder

The director and shareholder of the Corporation vote to recapitalize the Corporation as provided in these minutes.

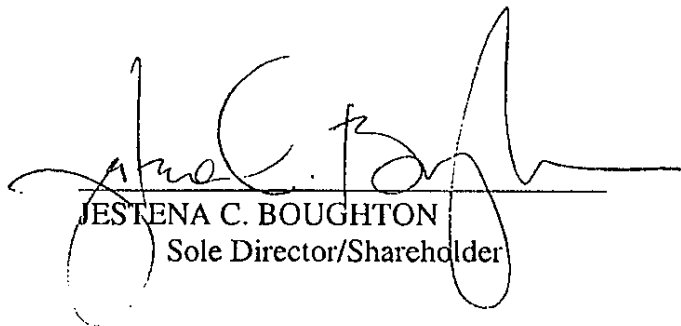
2. **Recapitalization:** The Corporation shall increase its authorized shares of common stock from three hundred (300) shares to ten thousand (10,000) shares. Each share shall have a par value of two dollars and forty-five cents (\$2.45) per share. Of these 10,000 shares one hundred (100) shall be Class A voting shares and nine thousand nine hundred (9,900) shall be Class B non-voting shares.
3. **Shareholder's Rights in Common Shares:** The right to vote as a common shareholder regarding any matter upon which common shareholders are entitled to or required to vote shall be possessed entirely by the 100 Class A voting common shares. Although the Class B non-voting common shares shall not be entitled to vote, each common shareholder (both Class A and Class B) shall possess equal rights other than voting rights. Specifically, each common share shall possess equal rights to dividends and other distributions on the common stock of the Corporation.

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IN LIEU OF A SPECIAL MEETING OF
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4. **Reissuance of Shares:** The current shareholder shall receive one hundred (100) Class A voting common shares and nine thousand nine hundred (9,900) Class B non-voting common shares to replace the common shares presently owned by said shareholder.
5. **Articles of Amendment:** The president of the Corporation is authorized to execute and file Articles of Amendment to the Articles (certificate) of Incorporation to confirm the recapitalization.
6. **Adjustment to Capital Stock Account:** The Corporation shall reflect its recapitalized issued and outstanding common shares on the books and records of the Corporation at twenty-four thousand five hundred dollars (\$24,500). This equals the current capital stock account; therefore, no adjustment to capital stock, paid in capital, or retained earnings shall be required. The shareholders shall not be required to make any additional capital contributions as a result of this recapitalization.
7. **Bylaws:** Wherever the bylaws of the Corporation refer to a vote of the shareholders of the Corporation this shall hereafter mean a vote of the Class A common stock shareholders of the Corporation.
8. **Miscellaneous:** The proper officers of the Corporation are authorized to take such other and further action as is necessary to complete the recapitalization of the Corporation consented to herein, issue the new corporate shares, and adjust the capital accounts of the Corporation as provided above.

Consented to December 3, 2014.



JESTENA C. BOUGHTON
Sole Director/Shareholder

CONSENT TO ACTION TAKEN
IN LIEU OF A SPECIAL MEETING OF
THE SHAREHOLDER AND DIRECTOR OF
BOUGHTON HOTEL, INC.

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