

Document Number Only

A95000000064

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL. 32301 (904) 656-8290
City State Zip Phone

CORPORATION(S) NAME

95 JUN 11 PM 1:16
SECRET
NO FOREIGN DISSEM

900001385549
-01221295--00058--046
***1785.00 ***1785.00

Shannon Lido Key Associates, Limited Partnership

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS / G/S

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

| | |
|-------------------|----|
| Name | |
| Availability | OK |
| Document Examiner | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W.P. Verifier | |

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

3.00
1/1/95
G. TAX _____
FILING _____
R. AGENT FEE 1250
C. COPY 35
TOTAL 1785
N. BANK _____
BALANCE DUE _____
REFUND _____

CR2E031 (1-89)

CERTIFICATE OF LIMITED PARTNERSHIP OF
SHANNON LIDO KEY ASSOCIATES, LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

RECEIVED
SEP 11 11 PM 1:16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned sole general partner of Shannon Lido Key Associates, Limited Partnership, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as amended, hereby states the following:

1. The name of the limited partnership is SHANNON LIDO KEY ASSOCIATES, LIMITED PARTNERSHIP (the "Partnership").

2. The address of the offices of the Partnership is:

444 Gulf of Mexico Drive
Longboat Key, FL 34228

3. The name and address of the agent for service of process on the Partnership is:

W. Shane Eagan
3420 Bayou Sound
Longboat Key, FL 34228

4. The name and business address of the sole General Partner is:

Shannon Hotel Group, Inc.
444 Gulf of Mexico Drive
Longboat Key, FL 34228

[Handwritten signature]

5. The mailing address of the Partnership is:

444 Gulf of Mexico Drive
Longboat Key, FL 34228

6. The latest date upon which the Partnership shall dissolve is December 31, 2035.

7. This Certificate shall be effective upon the date of its filing with the Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate has been executed by the sole General Partner of Shannon Lido Key Associates, Limited Partnership.

SHANNON HOTEL GROUP, INC.

By W. Shane Eagan
Its President
Hereunto Duly Authorized

State of Connecticut)
) ss: Norwalk
County of Fairfield)

I hereby certify that on this day personally appeared before me W. Shane Eagan, the President of the sole General Partner named in the foregoing Certificate of Limited Partnership of Shannon Lido Key Associates, Limited Partnership, a Florida limited partnership, known to me to be the individual herein described and who did certify and swear to me that he executed the foregoing Certificate of Limited Partnership of Shannon Lido Key Associates, Limited Partnership as President of the sole General Partner for the purposes herein stated.

WITNESS my hand and official seal in Fairfield County, Connecticut, this 9th day of January, 1995.

Melinda K. Lewis
Notary Public
My Commission Expires: 6/30/98

AFFIDAVIT OF GENERAL PARTNER
REGARDING CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of Shannon Lido Key Associates, Limited Partnership, a Florida limited partnership (the "Partnorship"), hereby certifies that:

1. The amount of capital contributions of the limited partners of the Partnership as of the date hereof is zero; and

2. The amount of capital contributions anticipated to be contributed by the limited partners of the Partnership is \$4,350,000.

Under penalties of perjury I declare that I have read the foregoing and that the facts stated above are true to the best of my knowledge and belief.

SHANNON HOTEL GROUP, INC.

Dated: January 9, 1995

By W. Shane Eagan
Its President
Hereunto Duly Authorized

State of Connecticut)
) ss: Norwalk
County of Fairfield)

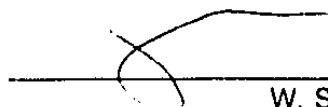
Before me, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared W. Shane Eagan, the President of the sole General Partner of Shannon Lido Key Associates, Limited Partnership, a Florida limited partnership, known to me to be the person who executed the foregoing Affidavit, and he acknowledged to me and before me that he executed this Affidavit as the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of January, 1995.

Michael V. Hill
Notary Public
My Commission Expires: 6/30/98

ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT

Having been named as registered agent for Shannon Lido Key Associates, Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership of the Partnership, I hereby agree to accept service of Process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.




W. Shane Eagan
Registered Agent

State of Connecticut)
) ss: Norwalk
County of Fairfield)

I hereby certify that on this day personally appeared before me W. Shane Eagan, known to me to be the individual herein described and who did certify and swear to me that he executed the foregoing Acceptance of Appointment as Registered Agent for Shannon Lido Key Associates, Limited Partnership for the purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of January, 1995.



Notary Public
My Commission Expires: 6/30/98

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



OFFICE OF THE SECRETARY OF STATE
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

55 APR 10 AM 9:43

1. Name of Partnership

1a. DOCUMENT #
A95000000064

SHANNON LIDO KEY ASSOCIATES, LIMITED PARTNERSHIP

Mailing Address:
444 GULF OF MEXICO DRIVE
LONGBOAT KEY FL 34228

Principal Office Address:
444 GULF OF MEXICO DRIVE
LONGBOAT KEY FL 34228

ENTER WITHIN THIS SPACE

2. New Mailing Address, If Applicable

State Apt # etc. 3400001776773
City State & Zip 34228 FL 34228
****576.25 ****576.25

2a. New Principal Office Address, If Applicable

State Apt # etc.

City State & Zip

If above addresses are changed, please also file through this office information and order correct updates to Block Transfers.

3. Date Partner or Registered to Do Business in
FLORIDA 01/11/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions, as Shown
on Record
\$4,350,000.00

5b. Amount of Capital Contributions to
FLORIDA to date
4,350,000

6. FID Number
65-0549431

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a maximum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

EAGAN, W. SHANE
3420 BAYOU SOUND
LONGBOAT KEY FL 34228

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
State Apt # etc.
City FL Zip Code

10a. Pursuant to the provisions of sections 620.1041 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

| 11. Name(s) of General Partner(s) | 11a. Address of Each General Partner (No P.O. Use Post Office Box Numbers) | 11b. City, State & Zip Code | 11c. Registered Document Number |
|-----------------------------------|--|-----------------------------|---------------------------------|
| SHANNON HTOEL GROUP, INC. | 444 GULF OF MEXICO DR | LONGBOAT KEY FL 34228 | P18363 P95000062908 |

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, partner, information and consent with the filing of this statement and hereby accept the appointment of the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE

Tom RASMUSSEN

DATE

12/20/95
941-383-8800

Typed Name of General Partner Accepting Appointment

Telephone Number



SHANNON HOTEL GROUP, Inc.

444 Gulf of Mexico Drive
P.O. Box 15000
Longhorn Key, Florida 34228
(941) 483-8800
FAX (941) 483-5308

W. Shane Evans
President

Tom Rasmussen
Executive Vice President

A950000000064

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

400001778314
-04/12/96--01089--010
*****52.50 *****52.50

RE: Key Club Associates, Ltd. Partnership, Ref. No. A29838
Shannon Lido Key Associates, Ltd. Partnership, Ref. No. A95000000064

Gentlemen:

Here we go again! Enclosed is the annual partnership report filing with a check for \$576.25 for each of the above partnerships. In addition, I am enclosing "Certificates of Amendment", plus checks for \$52.50 for each of the partnerships.

Hopefully, we can now complete this process. If you need additional information, please contact me.

Sincerely,


Tom Rasmussen
Executive Vice President
Shannon Hotel Group, Inc.,
General Partner

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 APR 10 AM 9:16

TR/pj

| | |
|-------------------|---------------|
| Name Availability | A950000000064 |
| Document Examiner | GSH |
| Updater | GSH |
| Updater Verifier | GSH |
| Acknowledgement | GSH |
| W. P. Verifier | GSH |

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

SHANNON LIDO KEY ASSOCIATES, LIMITED PARTNERSHIP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 1.11.95, adopts the following certificate of amendment to its certificate of limited partnership:

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

CHANGE GENERAL PARTNER
From:

SHANNON HOTEL GROUP, A CONNECTICUT
CORP.

To:

SHANNON HOTEL GROUP, INC. A FLORIDA
CORP.
442 Gulf of Mexico Dr.
Longboat Key, FL 34228 P95000062908

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Signature(s) of new general partner(s), if applicable:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 10 PM 9:15