

A 980000000 43

Tina L. Bailey - Byrd
Baker Donelson Bearman & Caldwell
Requestor's Name

165 Madison Ave., Ste 2000
Address

Memphis, TN 38103
City/State/Zip Phone #

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-12/31/97--01075--001
*****87.50 *****87.50

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

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(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report DCC
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation DCC
<input type="checkbox"/>	Verityer
<input type="checkbox"/>	No. of Judgement DCC
<input type="checkbox"/>	W. P. Verifier DCC

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TC
\$1,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

1. INNKEEPERS AT SUNRISE, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1000 Rideway Loop Road, Suite 230, Memphis, Tennessee 38120
(Business address of Limited Partnership)
3. Robert Kamm
(Name of Registered Agent for Service of Process)
4. c/o Sandestin Beach Hilton, 4000 Sandestin BLVD., South, Destin, Florida 32541
(Florida street address for Registered Agent)
5. *Robert Kamm*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1000 Ridgeway Loop Road, Suite 230, Memphis, Tennessee 38120
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December, 2027

8. Name(s) of general partner(s):

Street address:

Managers at Sunrise, Inc.

1000 Ridgeway Loop Road, Suite 230
Memphis, Tennessee 38120

P97000108183

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of December, 19 97

Signature of all general partners:

MANAGERS AT SUNRISE, INC.,
a Florida corporation,
Sole General Partner

BY: *Robert Kamm*

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
INNKEEPERS AT SUNRISE, LTD.

_____,
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000

The total amount contributed and anticipated to be contributed by the limited partners at _____ time
totals \$ 1,000

Signed this 30th day of December, 1997

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

MANAGERS AT SUNRISE, INC.,
a Florida corporation,
Sole General Partner

BY: _____

Robert Hamm

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