

B95000000155

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

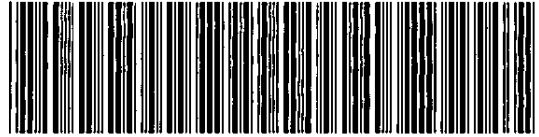
Special Instructions to Filing Officer:

**A. LUNT**

MAY 13 2009

**EXAMINER**

Office Use Only



600147880246

04/07/09--01025--017 \*\*35.00

FILED  
2009 MAY 12 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600147880246  
05/06/09--01016--017 \*\*17.50



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 10, 2009

KEVIN HYLAND  
8015 W KENTON CIR.  
SUITE 220  
HUNTERSVILLE, NC 28078

SUBJECT: BOYKIN MIAMI HOTEL LIMITED PARTNERSHIP  
Ref. Number: B95000000155

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TALLAHASSEE, FLORIDA

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We have received your document for BOYKIN MIAMI HOTEL LIMITED PARTNERSHIP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The fee to file your document is \$52.50. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 509A00012211

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Boykin Miami Hotel Limited Partnership  
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kevin Hyland  
(Contact Person)

BMC  
(Firm/Company)

8015 W Kenton Circle, Ste 220  
(Address)

Huntersville, NC 28078  
(City, State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Kevin Hyland at ( 704 ) 896-2880  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:  
Boykin Miami Hotel Limited Partnership

2. The jurisdiction of its formation is: Ohio

3. The date the entity was authorized to transact business in Florida is: 05/02/1995

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:  
\_\_\_\_\_

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.  
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, LLP, or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>Boykin Miami I, Inc</u>	<u>8015 W Kenton Circle, Suite 220</u> <u>Huntersville, NC 28078</u>
_____	<u>F98-4058</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

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8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

The entity elects to be a limited liability limited partnership.

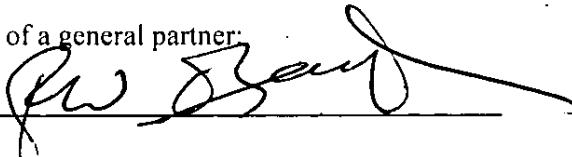
The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_

*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)*

Signature of a general partner:



Typed or printed name:

Robert Boykin

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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TALLAHASSEE, FLORIDA  
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**BOYKIN MIAMI I, INC.**

**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND THE SOLE DIRECTOR**

October 21, 2008

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being the sole shareholder and the sole director of Boykin Miami I, Inc., an Ohio corporation (the "Company"), hereby consents to and votes for the adoption of the following joint resolutions by this unanimous written consent in lieu of a meeting.

**Agreement of Merger with Miami Real Estate Company**

WHEREAS, the sole shareholder and the sole director of the Company have determined that it would be in the best interests of the Company to merge the Company with its parent company, Miami Real Estate Company, an Ohio corporation ("MREC"), with the Company being the entity surviving the merger in accordance with the terms and conditions set forth in the Agreement and Plan of Merger ("Plan") attached hereto as Exhibit "A" and made a part hereof.

**NOW, THEREFORE, BE IT**

**RESOLVED:** That the Plan, in the form attached hereto as Exhibit "A", be and hereby is adopted and approved, and that the Company be merged with MREC with the Company being the entity surviving the merger pursuant to the applicable provisions of Ohio law;

**RESOLVED  
FURTHER:** That the terms and conditions of said merger shall be as set forth in the Plan;

**RESOLVED  
FURTHER:** That the officers of the Company, and each of them, be, and they hereby are, authorized and directed to execute and deliver the Plan on behalf of the Company and to cause the same to be signed and acknowledged by the Company;

**RESOLVED  
FURTHER:** That Robert W. Boykin and John E. Boykin, as the authorized representatives of the Company, be, and each of them hereby is, authorized and instructed to take any and all action necessary or desirable in order to effectuate the merger contemplated by this resolution and to perform and fulfill all the conditions set forth in the Plan;

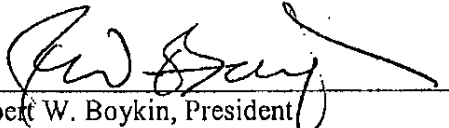
IN WITNESS WHEREOF, the undersigned have executed this Joint Action by Unanimous Written Consent as of the date and year first above written.


SOLE SHAREHOLDER:

SOLE DIRECTOR:

MIAMI REAL ESTATE COMPANY

By: \_\_\_\_\_

  
Robert W. Boykin, President

  
ROBERT W. BOYKIN