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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

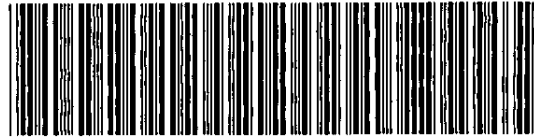
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DEPARTMENT OF COMMERCE

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14 AUG 19 AM 9:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/20/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 261462 4308537

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : August 18, 2014

ORDER TIME : 8:58 AM

ORDER NO. : 261462-010

CUSTOMER NO: 4308537

FOREIGN FILINGS

NAME: SAWGRASS HOTEL OPERATOR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

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14 AUG 19 AM 9:01  
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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Sawgrass Hotel Operator, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)  
2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 18, 2014 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 50 Rockefeller Plaza, 2nd Floor, New York, NY 10020  
(Principal office address)  
c/o W.P. Carey Inc., 50 Rockefeller Plaza, 2nd Floor, New York, NY 10020  
(Current mailing address)
8. Operate and manage hotel property  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

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**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

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

(Registered agent's signature)

**Harry B. Davis**  
**Asst. Vice President**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael Medzigian

Address: c/o 50 Rockefeller Plaza, 2nd Floor

New York, NY 10020

Director: George Gudgeon

Address: c/o 50 Rockefeller Plaza, 2nd Floor

New York, NY 10020

**B. OFFICERS**

President: Michael Medzigian

Address: c/o 50 Rockefeller Plaza, 2nd Floor

New York, NY 10020

Vice President: George Gudgeon

Address: c/o 50 Rockefeller Plaza, 2nd Floor

New York, NY 10020

Secretary: Gil Murillo

Address: c/o 50 Rockefeller Plaza, 2nd Floor, New York, NY 10020

Treasurer: George Gudgeon

Address: c/o 50 Rockefeller Plaza, 2nd Floor, New York, NY 10020

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. \_\_\_\_\_

Secretary

(Typed or printed name and capacity of person signing application)

**Addendum to Florida Application by Foreign Corporation  
For Sawgrass Hotel Operator, Inc.**

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**TALLAHASSEE, FLORIDA**

**Item 12.A: Additional Director**

Gil Murillo  
c/o 50 Rockefeller Plaza, 2nd Floor  
New York, NY 10020

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAWGRASS HOTEL OPERATOR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF AUGUST, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SAWGRASS HOTEL OPERATOR, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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14 AUG 19 AM 9:01  
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TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1628800

DATE: 08-18-14