

IFV 6000000 462
KEMMONS WILSON COMPANIES

January 15, 1996

P.O. Box 30105
Memphis, TN 38130-0105
1629 Winchester Road
Memphis, TN 38116-3504
Switchboard (901) 346-8800
Direct Dial/Voice Mail
(901) 346-8820
FAX (901) 396-3570

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900001691169
-01/17/96--01105--006
****122.50 ****122.50

SUBJECT: Colonial Hotel Co., Inc.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

R. E. Wallin
Kemmons Wilson, Inc.
P. O. Box 38105
Memphis, Tennessee 38130

WAL-1630

Should you need to call someone concerning this matter, please call Debbie Hughes at 901-346-8820 ext. 228.

Sincerely,

KEMMONS WILSON, INC.

R. E. Wallin

R. E. "Skip" Wallin
Vice President/General Counsel

REW/dmh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 8:10
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1996

R.E. WALLIN
KEMMONS WILSON, INC.
PO BOX 38105
MEMPHIS, TN 38130-0185

SUBJECT: COLONIAL HOTEL CO., INC.
Ref. Number: W96000001632

We have received your document for COLONIAL HOTEL CO., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 796A00002747

**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. Orange County Hotel Co., Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Tennessee
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. January 12, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. 1629 Winchester Road, Memphis, TN 38116

(Current mailing address)

8. To own and operate a hotel
(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Brian T. Lower

Office Address: 8505 West Irlo Bronson Memorial Highway

Kissimmee, Florida, 34747
(Zip Code)

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

Having been named as registered agent and to accept service of process for the above state 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.


(Registered agent's signature)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 8:10

Addendum

12. Names and addresses of officers and/or directors (continued)

A. DIRECTORS

Director: Robert A. Wilson
1629 Winchester Road
Memphis, TN 38116

Director: George Glover
1629 Winchester Road
Memphis, TN 38116

Director: John H. Pettey, III
1629 Winchester Road
Memphis, TN 38116

B. OFFICERS

Vice President: Robert A. Wilson
1629 Winchester Road
Memphis, TN 38116

Vice President: George Glover
1629 Winchester Road
Memphis, TN 38116

Vice President: John H. Pettey, III
1629 Winchester Road
Memphis, TN 38116

Asst. Secretary/
Asst. Treasurer: William Batt
1629 Winchester Road
Memphis, TN 38116

Asst. Treasurer: Gary McClain
1629 Winchester Road
Memphis, TN 38116

Asst. Secretary: Amy Jarreau
1629 Winchester Road
Memphis, TN 38116

12. Names and addresses of officers and/or directors: (Street address ONLY - P. O. Box NOT acceptable)

A. DIRECTORS (Street address only - P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: C. Kemmons Wilson, Jr.

Address: 1629 Winchester Road

Memphis, TN 38116

Director: Spence Wilson

Address: 1629 Winchester Road

Memphis, TN 38116

B. OFFICERS (Street address only - P. O. Box NOT acceptable)

President: C. Kemmons Wilson, Jr.

Address: 1629 Winchester Road

Memphis, TN 38116

Vice President: Spence Wilson

Address: 1629 Winchester Road

Memphis, TN 38116

Secretary: R. E. Wallin

Address: 1629 Winchester Road

Memphis, TN 38116

Treasurer: John H. Pettey, III

Address: 1629 Winchester Road

Memphis, TN 38116

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

13. John H. Pettey, III
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John H. Pettey, III - Vice President
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 01/24/96
REQUEST NUMBER: 96024116
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/12/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0305885
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"ORANGE COUNTY HOTEL CO., INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 8:10

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/24/96

FROM:
WILSON HOTEL MGMT (PO BX 30185/MEMPHIS)
P.O. BOX 30185

MEMPHIS, TN 38130-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001899745
ACCOUNT NUMBER: 00024679



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE