

Document Number Only

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002985027--1

-09/13/99--01079--003

*****70.00 *****70.00

BPI Meyer Co.

99 SEP 13 PM 2:56

SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Photo Copies

☐ UCC-1 UCC-3

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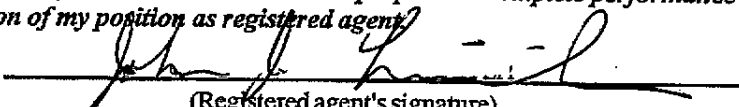
Thanks, Melanie

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/13/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. BPI MERGER CO.
(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. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. JULY 30, 1999
(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 817.155, F.S.))
7. c/o ResortQuest International, Inc.
530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117
(Current mailing address)
8. Resort property management and rental management of resort properties.
(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: C T CORPORATION SYSTEM
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)
10. Registered agent 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 obligation of my position as registered agent.*
- 
(Registered agent's signature)
John J. Linnihan, Asst. Sec.
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 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: John K. LinesAddress: 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117

Director: _____

Address: _____

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

President: David L. LevineAddress: 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117Vice President: John K. LinesAddress: 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117Secretary: John K. LinesAddress: 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117Treasurer: Jeffery M. JarvisAddress: 530 Oak Court Drive, Suite 360, Memphis, Tennessee 38117

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

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

SUBSIDIARY OFFICERS

BPI MERGER CO.

David L. Levine	Chief Executive Officer	530 Oak Court Dr., Suite 360, Memphis, TN 38117
Jeffery M. Jarvis	Senior Vice President, Chief Financial Officer and Treasurer	530 Oak Court Dr., Suite 360, Memphis, TN 38117
W. Michael Murphy	Senior Vice President, Development	530 Oak Court Dr., Suite 360, Memphis, TN 38117
John K. Lines	Senior Vice President, Secretary	530 Oak Court Dr., Suite 360, Memphis, TN 38117
Kelley B. Standard	Assistant Secretary	530 Oak Court Dr., Suite 360, Memphis, TN 38117
S. Mark Aldy	Controller	530 Oak Court Dr., Suite 360, Memphis, TN 38117

FILED
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DIVISION OF CORPORATIONS
SECRETARY OF STATE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BPI MERGER CO." 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 EIGHTH DAY OF SEPTEMBER, A.D. 1999.

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

FILED
STATE OF DELAWARE
99 SEP 13 PM 2:56



Edward J. Freel

Edward J. Freel, Secretary of State

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9958980

AUTHENTICATION:

09-08-99

DATE: