

# H91862

CONNIE H. SHIVERS, C.A.  
HOLLAND & KNIGHT 255657

Requestor's Name  
315 SOUTH CALHOUN STREET

Address  
Tallahassee, Florida 32301

City/State/Zip Phone #  
224-7000

Office Use Only

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

1. Rahn / Alexandria Inc. # H91862  
(Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #) Amend
4. \_\_\_\_\_ (Corporation Name) (Document #)

- ☐ Walk-in ☒ Pick up time 2:00
- ☐ Mail out ☐ Will wait ☐ Photocopy

- ☒ Certified Copy ☐ Certificate of State

FILED  
NOV 12 PM 3:53  
TALLAHASSEE, FLORIDA  
98

NEW FILINGS	
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	UCC

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

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-11/09/98--01048--019  
\*\*\*\*148.75 \*\*\*\*\*43.75

Examiner's Initials APR



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

November 10, 1998

**CONNIE H. SHIVERS, CLA**  
**HOLLAND & KNIGHT**  
**TALLAHASSEE, FL**

**SUBJECT: RAHN/ALEXANDRIA, INC.**  
**Ref. Number: H91862**

We have received your document for RAHN/ALEXANDRIA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by a director if adopted by the directors.

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) 487-6908.

**Teresa Brown**  
**Corporate Specialist**

**Letter Number: 198A00054387**

NOV 12 09:13:02

DIVISION OF CORPORATIONS

*Resubmit*  
*11/11/98*

**SECOND ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
RAHN/ALEXANDRIA, INC.**

FILED  
98 NOV 12 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THESE SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RAHN/ALEXANDRIA, INC.** (these "Second Articles of Amendment") are made as of October 27, 1998.

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Rahn/Alexandria, Inc. are hereby amended according to these Second Articles of Amendment, as follows:

1. Name: The name of the Corporation is Rahn/Alexandria, Inc.
2. Article III of the Articles of Incorporation is hereby deleted in its entirety, and the following new Article III is inserted in lieu thereof:

**ARTICLE III. PURPOSE**

"The Corporation's business and purpose shall consist solely of the following:

- a. to own and maintain a general partnership interest in and act as a general partner of Alexandria Hotel, a Florida general partnership ("Alexandria Hotel"), which is engaged solely in the ownership, operation and management of a hotel known as Alexandria Hotel (also presently sometimes referred to as the Alexandria Courtyard by Marriott), located at 2700 Eisenhower Avenue, Alexandria, Virginia 22314 (the "Property"), pursuant to and in accordance with the Joint Venture Agreement of Alexandria Hotel, as the same has been amended by that certain Second Amendment to Joint Venture Agreement dated as of the date of these Second Articles of Amendment;
- b. to own and maintain a general partnership interest in and act as a general partner of Rahn/Alexandria, Ltd., a Florida limited partnership ("Rahn/Alexandria, Ltd."), which is engaged solely in the ownership and maintenance of a general partnership interest in and acting as a general partner of Alexandria Hotel, pursuant to and in accordance with the Partnership Agreement of Rahn/Alexandria, Ltd., as the same has been amended by that certain Second

Amendment to Partnership Agreement dated as of the date of these Second Articles of Amendment; and

- c. to engage only in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing, including operation of the Property."

- 3. The following new Article X is hereby added to the Articles of Incorporation:

ARTICLE X. Single Purpose Entity.

"For so long as the Mortgage (as defined below) remains outstanding or until a Release (as defined in the Mortgage) has been granted in accordance with the Mortgage, and notwithstanding anything to the contrary in the Articles of Incorporation, the Corporation shall not without the consent of the holder of the Mortgage (the "Lender"):

- (a) engage in any business or activity other than the ownership of its interest in Alexandria Hotel and Rahn/Alexandria, Ltd., and activities incidental thereto including the management of the Property;
- (b) acquire or own any material asset other than its interest in Alexandria Hotel and Rahn/Alexandria, Ltd.;
- (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent;
- (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of these Articles of Incorporation;
- (e) own any subsidiary or make any investment in, any person or entity without the consent of Lender;

- (f) commingle its assets with the assets of any of its members, general partners, affiliates, principals or of any other person or entity;
- (g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than in connection with the Mortgage;
- (h) become insolvent and fail to pay its debts and liabilities from its assets as the same shall become due;
- (i) fail to maintain its records, books of account and bank accounts separate and apart from those of the members, general partners, principals and affiliates of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation, and any other person or entity;
- (j) enter into any contract or agreement with any member, general partner, principal or affiliate of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation, except upon terms and conditions that are commercially reasonable and comparable to those that would be available on an arms-length basis with third parties other than any member, general partner, principal or affiliate of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation;
- (k) seek the dissolution or winding up in whole, or in part, of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation;
- (l) fail to correct any known misunderstandings regarding the separate identity of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation, or any member, general partner, principal or affiliate thereof or any other person;
- (m) hold itself out to be responsible for the debts of another person other than the debts of Alexandria Hotel or Rahn/Alexandria, Ltd. as an operation of law;
- (n) make any loans or advances to any third party, including any member, general partner, principal or affiliate of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation;
- (o) fail to file its own tax returns;

- (p) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Corporation is responsible for the debts of any third party (including any member, general partner, principal or affiliate of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation);
- (q) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (r) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors; or
- (s) share any common logo with or hold itself out as or be considered as a department or division of (i) any general partner, principal, member or affiliate of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation, (ii) any affiliate of a general partner, principal or member of Alexandria Hotel, Rahn/Alexandria, Ltd. or the Corporation, or (iii) any other person or entity.

For purposes of this Article X, "Mortgage" shall mean a loan to Alexandria Hotel from Morgan Stanley Mortgage Capital, Inc. or its assigns in the maximum principal amount of \$12,750,000 which is to be secured by the Property."

4. Except as expressly modified by these Second Articles of Amendment, the terms and provisions of the Articles of Incorporation shall remain in full force and effect.

5. The foregoing Second Articles of Amendment were duly adopted and approved by means of a Written Consent In Lieu of Special Meeting of the Board of Directors of the Corporation dated as of October 27, 1998 pursuant to Section 607.0821 of the Florida Business Corporation Act and the By-laws of the Corporation. No shareholder action was required to approve the amendment.

IN WITNESS WHEREOF, these Second Articles of Amendment has been executed as of the day, month and year first written above.

RAHN/ALEXANDRIA, INC.

By:

A handwritten signature in dark ink, appearing to read "John H. Anderson", is written over a horizontal line.

John H. Anderson,  
Director

FTL1-322717