

K80282

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000184684 3)))



H210001846843ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

RECEIVED

2021 MAY -7 AM 10:03

SECRET
TALLAHASSEE

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : NELSON MULLINS RILEY & SCARBOROUGH LLP
Account Number : I20160000074
Phone : (407)839-4277
Fax Number : (407)839-4264

2021 MAY -7 PM 1:19

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICAN HOSPITALITY ASSOCIATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

MAY 10 2021
A RAMSEY

FILED
2021 MAY -7 PM 1:19

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN HOSPITALITY ASSOCIATION, INC.**

Pursuant to the provisions of Section 607.1001, Florida Statutes, this Florida corporation hereby submits the following Amended and Restated Articles of Incorporation (the "**Articles**"), which amends and restates in its entirety those certain Articles of Incorporation of American Hospitality Association, Inc. dated April 10, 1989, as amended, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The Board of Directors adopted these Articles and all of the Shareholders of the Corporation approved these Articles on February 20, 2021.

ARTICLE I - Name

The name of this Corporation shall be:

American Hospitality Association, Inc. (the "**Corporation**").

ARTICLE II - Purpose

The purpose for which this Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "**Act**").

ARTICLE III - Principal Office and Mailing Address

The address of the principal office and mailing address of the office of the Corporation is 127 Bellagio Circle, Sanford, FL 32771. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other place within the State of Florida or outside the State of Florida and, within and without the United State of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE IV - Shares

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at One Hundred Dollars (\$100.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

ARTICLE V – Registered Office and Agent

The street address of the Corporation's registered office is 127 Bellagio Circle, Sanford, FL 32771 and the name of the initial registered agent of the Corporation at that address is Sajjad G. Dewji.

ARTICLE VI – Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time by the Board of Directors. The Board of Directors shall be Sajjad G. Dewji, Nargis G. Dewji, and Mohamed G. Dewji.

ARTICLE VII - Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII – Amendment to Articles

The Articles may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI – Bylaws

Except as may be limited in Article VIII above, the power to adopt, alter, amend or repeal bylaws of the Corporation ("***Bylaws***") shall be vested in the Board of Directors, and shall be governed by the provisions of Bylaws relating to amendment thereof.

IN WITNESS WHEREOF, these Articles were executed on behalf of the Corporation on the date set forth below.

AMERICAN HOSPITALITY ASSOCIATION,
INC. a Florida corporation

By: N. Dewji
Nargis G. Dewji, its President

Date: February 22, 2021

ACKNOWLEDGEMENT OF REGISTERED AGENT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT AND REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED**


Pursuant to and in compliance with the Act and the laws of the State of Florida, the following certification is submitted:

First – That, the name of this Corporation is American Hospitality Association, Inc.

Second – That, this Corporation desiring to amend its charter under the Act and the laws of the State of Florida, has designated the following as the registered agent, the registered mailing address and the registered place of business for the service of process within this state:

Sajjad G. Dewji
127 Bellagio Circle
Sanford, FL 32771

Having been named the registered agent of the above corporation to accept service of process, at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity as registered agent, I am familiar with, and accept, the statutory obligations of registered agent, and I agree to comply with the provisions of the Act and Florida law relative to the proper and complete performance of my duties and the keeping the registered office open in the State of Florida.



Sajjad G. Dewji

Date: FEBRUARY 20, 2021