

LOI 0000 14471

SUMMIT
HOTEL MANAGEMENT CO.

August 10, 2001

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32303¹⁴

FILED
01 AUG 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: FOUR STAR HOTEL MANAGEMENT, L.C.

Enclosed please find our check in the amount of \$125.00 for the filing fee of the Articles of Organization of Four Star Hotel Management, L.C.

Thank you for your immediate attention to this request.

Sincerely,

Charisse A. Henderson
Charisse A. Henderson
Legal Assistant

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****125.00 ****125.00

Encs.

LOI-14471
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2001

CHARISSE A HENDERSON
325 FIFTH AVENUE, SUITE 207
INDIALANTIC, FL 32903

SUBJECT: FOUR STAR HOTEL MANAGEMENT, L.C.
Ref. Number: W01000018837

FILED
01 AUG 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FOUR STAR HOTEL MANAGEMENT, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The registered agent must sign accepting the designation.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 301A00046665

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
FOUR STAR HOTEL MANAGEMENT, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Company act, as amended (the "Act"): hereby form a Florida Limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles").

ARTICLE I

Name

The name of this Company shall be:

FOUR STAR HOTEL MANAGEMENT, L.C.

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TALLAHASSEE, FLORIDA

ARTICLE II

Commencement Date and Duration

This Company shall commence from the date of filing these Articles with the Department of State, and shall continue until December 31, 2037, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles, whichever occurs first. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 6087.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with hotel and motel related properties, together with such other activities incidental or useful to the foregoing, including the ownership and development of real property.

ARTICLE IV

Place of Business

The principal place of business of this Company shall be Fifth Avenue, Suite 207, Indialantic, Florida, and such other place or places as may be designated by the members from time to time. The mailing address shall be P. O. Box 33547, Indialantic, Florida 32903.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Lauren B. Koonin and the address of the registered agent for service of process shall be 325 Fifth Avenue, Suite 207, Indialantic, Florida 32903.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Lauren B. Koonin, Registered Agent

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01 AUG 24 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Capital Contributions

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand Dollars (\$1,000.00).

(b) Additional Capital Contributions. Additional capital contribution, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

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01 AUG 24 PM 5:30
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TALLAHASSEE, FLORIDA

ARTICLE IX

Management of Business

The name and address of its initial managers are as follows:

<u>Name</u>	<u>Address</u>
Charles R. Faust	4116 N. Ocean Dr., #700 Lauderdale-By-the-Sea, FL 33308
Lauren B. Koonin	325 Fifth Avenue, #207 Indialantic FL 32903
Leon H. Volkert	4116 N. Ocean Dr., #700 Lauderdale-By-The-Sea, FL 33308
Lawrence J. Benjamin	5529 E. Paradise Drive Scottsdale, AZ 85254

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01 AUG 24 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(a) Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b). Title. The title to all property of the Company shall be held in the name of this Company.

(c). Conveyance. The member(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deed, mortgages, trust agreements, indentures, leases, conveyance documents and all other

certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority interest of this Company. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member signing on its behalf is duly authorized to do so.

The following form of signature shall be used for obtaining or conveying title to any real or personal property:

FOUR STAR HOTEL MANAGEMENT, L.C.

By: _____
_____, as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance documents for title to real or personal property.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XII

Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company continuing such provision as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating agreement and Regulations, except that the initial form shall be approved by all members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of majority in interest of the members.

ARTICLE XV

Indemnification

The Company shall indemnify its members to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization this 20th day of August, 2001.

Lauren B. Koonin
Lauren B. Koonin, Member

FILED
01 AUG 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 20th day of August, 2001, by **LAUREN B. KOONIN** who is personally known to me and who did take an oath.

NOTARY PUBLIC

Charisse A. Henderson
print name: Charisse A. Henderson
State of Florida at Large

My Commission Expires:

