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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**

**FCLC LEXINGTON, LLC**

Certificate of Status	1
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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
FOR  
FCLC LEXINGTON, LLC  
a Florida limited liability company**

Pursuant to Chapter 608.411, *Florida Statutes* (the "Act"), and pursuant to the attached resolution of all of the Members, the Articles of Organization of FCLC LEXINGTON, LLC, a Florida limited liability company (the "Company"), filed with the Florida Secretary of State, Tallahassee, Florida, on September 11, 2003, as amended on August 7, 2006, are hereby amended and restated by replacing the existing Articles of Organization in their entirety with the following:

**ARTICLE I - NAME**

The name of the Company is FCLC LEXINGTON, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 300 International Parkway, Suite 300, Heathrow, Florida 32746.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE  
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the registered agent are

Katherine A. Christy  
300 International Parkway #300  
Heathrow, FL 32746

**ARTICLE III - DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall be perpetual, unless otherwise terminated pursuant to the Regulations among the Members.

**ARTICLE IV - MANAGEMENT**

The Company is to be manager-managed. The number of managers of the Company may be increased or decreased from time to time pursuant to regulations adopted by the Members, but in no event shall the number of managers be less than one (1). The names and addresses of the persons who are to serve as managers until successor managers are elected and shall qualify are as follows:

Katherine A. Christy  
300 International Parkway #300  
Heathrow, FL 32746

C. Thomas Selby  
300 International Parkway #300  
Heathrow, FL 32746

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**ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be the affirmative vote of a majority of the Members.

**ARTICLE VI - LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 608.4235(2) of the Florida Limited Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

**ARTICLE VII - REGULATIONS**


The Operating Agreement [as defined in Section 608.402(24) of the Florida Limited Liability Company Act] relating to this Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, the undersigned sole Member of the Company has caused these Amended and Restated Articles of Organization to be executed this 25<sup>th</sup> day of April, 2007.

MEMBER:

FLORIDA CAPITAL HOTELS (2003), LTD.  
a Florida limited partnership

By: FCLC Hotels (2003), LLC,  
a Florida limited liability company  
its General Partner

By:   
Katherine A. Christy, Manager

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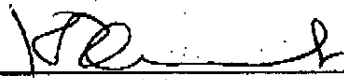
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the Registered Officer/Registered Agent in the State of Florida.

1. The name of the limited liability company is FCLC LEXINGTON, LLC
2. The name and address of the registered agent and office is:

Katherine A. Christy  
300 International Parkway  
Suite 300  
Heathrow, FL 32746

Having been named as Registered Agent and to acceptance 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.

  
Katherine A. Christy

Date: 4-25-07

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**RESOLUTION OF MEMBERS  
FCLC LEXINGTON, LLC  
ACTION BY CONSENT**

The undersigned, being the sole Member of FCLC LEXINGTON, LLC, a Florida limited liability company (the "Company"), hereby resolves that the Articles of Organization of the Company be amended and restated by executing and filing with the Department of State of the State of Florida the Articles of Amendment and Restatement of the Company to which this Resolution is attached.

This Resolution may be executed in counterparts, with each counterpart together constituting an original.

IN WITNESS WHEREOF, the sole Member of the Company has caused this instrument to be executed as of this 25<sup>th</sup> day of April, 2007.

FLORIDA CAPITAL HOTELS (2003), LTD.  
a Florida limited partnership

By: FCLC Hotels (2003), LLC,  
a Florida limited liability company  
its General Partner

By:   
Katherine A. Christy, Manager

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