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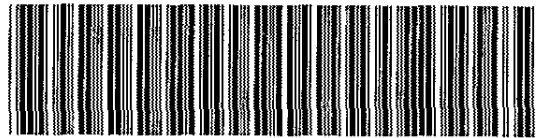
(Business Entity Name)

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CONTACT: KATIE WONSCH

DATE: 10/02/2006

REF. #: 001500.58065

CORP. NAME: ALTAMONTE TOWN CENTER, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 518638 FOR \$ 95.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input checked="" type="checkbox"/> 2 CERTIFIED COPIES | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> 2 CERTIFICATES OF STATUS | | |

Examiner's Initials

**SECOND AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
ALTAMONTE TOWN CENTER, LLC**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Limited Liability Company (the "Company") is **ALTAMONTE TOWN CENTER, LLC** and its mailing address is 7505 W Sand Lake Road, Orlando, FL 32819, and the principal place of business of the Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819.

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

This Company commenced existence on **6 January 2004**, the date of the Original Articles of Organization and on **21 June 2006** the Articles were Amended & Restated.

The Company wishes to further Amend & Restate these Articles of Organization by the filing of these Second Amended & Restated Articles of Organization effective as of the date of signing of these Second Amended & Restated Articles or Organization.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company is to act as the Member of Orlando Hotel International SPE Holdings, LLC, a Delaware Limited Liability Company, who will act as the Member of Orlando Hotel International SPE, LLC, a Delaware Limited Liability Company, (the "Company") that owns that certain parcel of real property, together with all improvements now or hereafter located thereon, designated as **8255 International Drive, Orlando, Orange County, Florida** (the "Property"). The Company shall exercise all powers

enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819, and the initial registered agent of this Company at that address shall be **CHARLES WHITTALL**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the Members, and the name and street address of the Initial Members are:

**Charles Whittall
7505 W Sand Lake Road
Orlando, FL 32819**

**Lee J. Maher
7505 W Sand Lake Road
Orlando, FL 32819**

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this **27th** day of **September 2006**.



Charles Whittall, Member



Lee J. Maher, Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

ALTAMONTE TOWN CENTER, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Charles Whittall** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 7505 W Sand Lake Road, Orlando, FL 32819.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this **27th** day of **September 2006**.



Charles Whittall
Registered Agent