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GLENN RASMUSSEN

NO

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SUNBELT HOSPITALITY ADVISORS, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION**OF****SUNBELT HOSPITALITY ADVISORS, LLC**

The undersigned authorized representative executes these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is Sunbelt Hospitality Advisors, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is Tampa International Airport, Suite B30, Tampa, Florida 33607.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent are Lou A. Plasencia, Tampa International Airport, Suite B30, Tampa, Florida 33607.

ARTICLE IV. MANAGEMENT

The business of the limited liability company will be managed by managers who will be elected by the members of the limited liability company in the manner set forth in its Operating Agreement. The managers have the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the offices and have the responsibilities that are conferred on them in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is a manager of the limited liability company.

Notwithstanding anything in these Articles of Organization or the Operating Agreement of the limited liability company to the contrary, the following actions by the limited liability company require the consent or affirmative vote of all the members, in addition to any other vote, consent, or approval required by law or otherwise:

- (a) the election or removal of any officer or manager;
- (b) a change in the business of the company to include any business other than the hotel brokerage business permitted by the company's Operating Agreement;
- (c) the indemnification of any member, officer, employee, or independent contractor, except to the extent mandated by law, these Articles of Organization, or the company's Operating Agreement;
- (d) any gift, political contribution, or charitable contribution to any person;
- (e) the payment of any compensation to any person;

Sharon Danco
100 S. Ashley Drive, Suite 1300
Tampa, FL 33602
(813) 229-3333
Florida Bar No. 764744

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- (f) incurring any expense (or series of related expenses) in excess of \$1,000;
- (g) the hiring or firing of any employee or independent contractor;
- (h) making any changes in the noncompete, employment, or consulting agreement to be executed by each employee and independent contractor hired by the company;
- (i) an amendment of these Articles of Organization or the company's Operating Agreement;
- (j) the declaration or payment of any distribution;
- (k) the acquisition of any real, personal, or intangible property (other than cash) in exchange for membership units;
- (l) any loan or advance to any person (except loans and advances to employees for ordinary and necessary business expenses incurred in accordance with the company's Operating Agreement);
- (m) the adoption or amendment of any employee benefit plan;
- (n) a merger, dissolution, liquidation, consolidation, recapitalization, reorganization, or exchange of or by the company, or a sale, lease, exchange, or other transfer of all or substantially all the assets of the company;
- (l) any borrowing or capital expenditure (including capitalized leases and interest costs) or the lease of any property pursuant to an operating lease;
- (m) an extension of credit by the company pursuant to which it becomes directly or contingently liable for any liability, obligation, or indebtedness of another person, whether as a surety, endorser, co-obligor, guarantor, or accommodation party;
- (n) the settlement of any claim against the company or the institution of any litigation in the name or on behalf of the company;
- (o) the issuance or reissuance of any membership interests or other equity securities, any debt securities of the company that are convertible into equity securities of the company, or any right, option, or warrant to acquire any equity securities of the company;
- (p) the grant or transfer of a lien, pledge, mortgage, restriction, security interest, or other encumbrance on any of the assets of the company;
- (q) the creation, issuance, borrowing, assumption, or incurrence of any indebtedness or other financial obligation by the company;
- (r) the waiver or exercise by the company of any right or power to approve or authorize a transfer by a member of any membership units to secure a borrowing by the company or an indebtedness owed to the company by the member;

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- (s) the waiver or exercise by the company of any option or other right to acquire any outstanding membership units (other than mandatory purchases of membership units required by the company's Operating Agreement);
- (t) the acquisition of the capital stock of any corporation or an equity interest in any other business organization, including without limitation a partnership, joint venture, or limited liability company or the creation of a subsidiary by any means, except (i) stock or other securities received in settlement of a debt that arose in the usual and ordinary course of business, and (ii) marketable securities consisting of shares of mutual funds and equity securities that are traded on the New York Stock Exchange, the American Stock Exchange, or the Nasdaq National Market System and are issued by companies or partnerships that have an "investment grade" credit rating of Aa or higher from Moody's Investor Services, Inc. or AA or higher from Standard & Poors Corporation;
- (u) the acquisition of any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property that is unrelated to the company's business; and
- (v) any transaction (including loans) with any affiliate, except for transactions in the usual and ordinary course of business on terms that are not less favorable than those that could be obtained in a comparable arm's length transaction with a person who is not a affiliate.

ARTICLE V. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for all lawful purposes, except banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including without limitation the power and authority to do everything described in section 608.404 of the Florida Limited Liability Company Act.

ARTICLE VI . COMMENCEMENT OF EXISTENCE

The existence of the limited liability company will commence at 12:01 a.m. on January 1, 2005.

DATE: December 28, 2004

By:


Lou A. Plasencia, Manager

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the limited liability company named above at the place designated in these Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 608, Florida Statutes.

DATE: December 28, 2004
Lou A. Plasencia

2270-008*B Articles of Organization (12-1-04)

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