

LO7000032052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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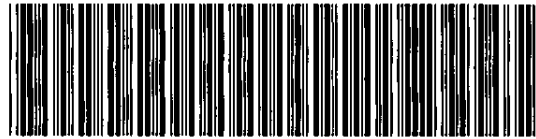
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 819690 4144K

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 150

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ORDER DATE : March 26, 2007

ORDER TIME : 10:05 AM

ORDER NO. : 819690-025

CUSTOMER NO: 4144K

DOMESTIC FILING

NAME: AHDP (BLUFFTON), LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
AHDP (BLUFFTON), LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Georgia
(Enter state, or if a non-U.S. entity, the name of the country)

on December 6, 2006.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

AHDP (BLUFFTON), LLC

(Enter Name of Florida Limited Liability Company)

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5. If not effective on the date of filing, enter the effective date:_____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 28 day of February 20 07.

ADHP (BLUFFTON), LLC

By: Southern Equity Hotel Partners II, L.P., Member

By: American Hotel Development Partners, LLC,

Signature of Authorized Person: _____ its General Partner

Printed Name: Alessandro A. Giannini Title: Manager of the GP of the Member

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AHDP (BLUFFTON), LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," "LLP," "L.P.," "L.P.A.," "L.P.C.," "L.P.D.," "L.P.F.," "L.P.G.," "L.P.H.," "L.P.I.," "L.P.J.," "L.P.K.," "L.P.L.," "L.P.M.," "L.P.N.," "L.P.O.," "L.P.P.," "L.P.Q.," "L.P.R.," "L.P.S.," "L.P.T.," "L.P.U.," "L.P.V.," "L.P.W.," "L.P.X.," "L.P.Y.," "L.P.Z." or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

8620 South Tamiami Trail, Ste. N-P
Sarasota, FL 34238

Mailing Address:

8620 South Tamiami Trail, Ste N-P
Sarasota, FL 34238

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Alessandro A. Giannini

Name

8620 South Tamiami Trail, Ste N-P

Florida street address (P.O. Box NOT acceptable)

Sarasota,

FL 34238

City, State, and Zip

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..

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Southern Equity Hotel Partners II, L.P.

8620 South Tamiami Trail Ste N-P

Sarasota, FL 34238

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

AHDP (BLUFFTON), LLC

By: Southern Equity Hotel Partners, II
L.P., Member

By: American Hotel Development
Partners, LLC, its General
Partner

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alessandro A. Giannini, Manager of the GP of the Member

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)