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T SCHROEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 838385 4329479

AUTHORIZATION :



COST LIMIT : \$ 125.00

ORDER DATE : October 20, 2015

ORDER TIME : 3:41 PM

ORDER NO. : 838385-010

CUSTOMER NO: 4329479

DOMESTIC FILING

NAME: ROCKY POINT HOLDINGS, 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: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
ROCKY POINT HOLDINGS, LLC**

**ARTICLE I**

Name and Duration

The name of this limited liability company is ROCKY POINT HOLDINGS, LLC (hereinafter referred to as the ("Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

**ARTICLE II**

Principal Office

The mailing address and street address of the principal office of the Company is 1480 Royal Palm Beach Blvd., Suite A, Royal Palm Beach, Florida 33411, or such other place as the manager(s) of the Company may determine from time to time.

**ARTICLE III**

Registered Office and Agent

The address of the registered office of the Company in the State of Florida 1201 Hayes Street, Tallahassee, Florida 32301. The name of the registered agent at such address is Corporation Service Company.

**ARTICLE IV**

Purpose

The purpose of the Company is limited solely to the following:

- (1) acquiring, owning, holding, operating, managing, selling, financing, refinancing, transferring and exchanging that certain parcel of real estate comprised of approximately 2.1 acre parcel located at 2500 North Rocky Point Drive, Tampa, Florida (the "Development Property");
- (2) obtaining and entering into any loan to the Company, secured by Company Property (a "Loan"), and performing the obligations of the borrower, mortgagor, assignor or debtor under the documents governing, evidencing and/or securing such Loan, and any replacement, renewal, extension, substitution, addition, supplement, amendment, restatement or modification thereof (the "Loan Documents");

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- (3) effectuating the development and construction of a hotel on the Development Property in accordance with applicable law;
- (4) owning, selling, marketing, financing, refinancing, transferring and exchanging the interest in the Development Property and any related assets of the Company, subject to the Loan Documents;
- (5) entering into all contracts, agreements and other undertakings as may be necessary or advisable or incidental to any of the foregoing; and
- (6) transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act that is incidental, necessary or appropriate to accomplish the foregoing, including, without limitation, contracting for necessary or desirable services of attorneys, accountants and other professionals.

#### ARTICLE V

##### Management

The Company shall be manager-managed for the purposes of Section 605.0407 and other relevant provisions of the Florida Revised Limited Liability Company Act. The names and addresses of the initial managers of the Company are:

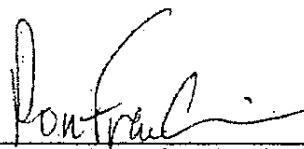
Ron Franklin  
1480 Royal Palm Beach Blvd., Suite A  
Royal Palm Beach, Florida 33411

Steven Fairbanks  
1480 Royal Palm Beach Blvd., Suite A  
Royal Palm Beach, Florida 33411

Stan Lifsey  
324 S. Hyde Park Ave., Suite 275  
Tampa, Florida 33606

Mark Costis  
324 S. Hyde Park Ave., Suite 275  
Tampa, Florida 33606

DATED as of the 20<sup>th</sup> day of October, 2015.

  
\_\_\_\_\_  
Ron Franklin, authorized representative

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 605.0113, ROCKY POINT HOLDINGS, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is ROCKY POINT HOLDINGS, LLC.
2. The name and address of the registered agent and office is: Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its authorized officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: October 20<sup>th</sup>, 2015.

Corporation Service Company

By:   
Name: Courtney Williams  
Title: Asst. Vice President

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