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TALLAHASSEE, FL 32301
904-222-9171
904-222-0171 FAX

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RECEIVED
95 DEC 29 11:5
DIVISION OF CORPORATION

ACCOUNT NO. 787364000032

REFERENCE : 787364 80388A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 337.50

ORDER DATE : December 29, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 787364

400001674244

CUSTOMER NO: 80388A

CUSTOMER: John A. Panyko, Esq
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

DOMESTIC FILING

NAME: LODGESOUTH NAVARRE, L.C.

FILED
95 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

T. BROWN JAN - 2 1996

ARTICLES OF ORGANIZATION

OF

LODGESOUTH NAVARRE, L.C.

FILED
95 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is Lodgesouth Navarre, L.C., and its principal office and mailing address is located at 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561.

ARTICLE II

DURATION

This limited liability company shall exist for a period not exceeding thirty (30) years from the date of the filing of these Articles of Organization with the Florida Department of State. This limited liability company's existence shall commence upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI
DISSOLUTION

This limited company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII
MANAGEMENT

This organization is to be managed by a manager elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successors are elected and shall qualify, shall be:

Richard R. McAlpin
1198 Gulf Breeze Parkway, Suite 8,
Gulf Breeze, Florida 32561

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561 and the name of this limited liability company's initial registered agent is Richard R. McAlpin.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Richard R. McAlpin, 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561.

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon the filing of these Articles of Organization is One Hundred Dollars (\$100.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

This limited liability company is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Organization for this limited liability company this 28th day of December, 1995.

Richard R. McAplin

Richard R. McAplin, Incorporator
and Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 28th day of December, 1995, by Richard R. McAplin, who personally appeared before me and who is personally known to me.

John A. Panyko
NOTARY PUBLIC, State of Florida




AFFIDAVIT OR MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The undersigned member or authorized representative of a member of
Lodgesouth Navarro, L.C., a Florida Limited Liability Company, deposes and says:

1. The above named limited liability company has at least four (4) members.
2. The total amount of cash contributed by the member(s) is \$100.
3. The total amount of cash and property anticipated to be contributed by the member(s) is \$100. This total includes amounts from 2 above.

FURTHER, AFFIANT SAYETH NOT.


Richard R. McAplin
Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn and subscribed before me, the undersigned authority, on this 28th
day of December, 1995, by Richard R. McAplin, who personally appeared before me
and who is personally known to me.

Given under my hand and official seal this 28th day of December, 1995.



NOTARY PUBLIC, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Richard R. McAplin, am familiar with and hereby accept the appointment as Registered Agent for LODGESOUTH NAVARRE, L.C., as set forth in its Articles of Organization being filed simultaneously herewith.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28th day of December, 1995.



Richard R. McAplin

FILED
95 DEC 29 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # L96000000003 LODGESOUTH NAVARRE, L.C. 1198 GULF BREEZE PARKWAY SUITE 8 GULF BREEZE FL 32561		1a. Principal Place of Business Address 1198 GULF BREEZE PARKWAY SUITE 8 GULF BREEZE FL 32561	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a			
2. Principal Place of Business <i>1198 Navarre Pkwy</i> Suite, Apt. #, etc.		2a. Mailing Address <i>Same as above</i> Suite, Apt. #, etc.	
3. Date Organized or Qualified 12/29/1995		3a. State of Formation FL	
4. FEI Number <i>59-3227845</i>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/>	
7. Name and Address of Current Registered Agent MCALPIN, RICHARD R 1198 GULF BREEZE PARKWAY SUITE 8 GULF BREEZE FL 32561		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 800001873928 -06/25/96--01002--013 ****263.75 FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MCALPIN, RICHARD R	1198 GULF BREEZE PARKWAY,	GULF BREEZE FL
			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: <i>Richard R. McAlpin</i>			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER OR MANAGER			
Date _____ Daytime Phone # _____			

L96000000003



ACCOUNT NO. : 072100000032

REFERENCE : 460494 80388A

AUTHORIZATION : *Manu G. Panyko*

COST LIMIT : \$ *87.50*

FILED
97 JUL 14 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 14, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 460494-005

CUSTOMER NO: 80388A

CUSTOMER: John A. Panyko, Esq
Emmanuel Sheppard & Condon
Post Office Drawer 1271

Pensacola, FL 32596

*Amended
and
Restated*
000002237210--6

DOMESTIC AMENDMENT FILING

NAME: LODGESOUTH NAVARRE, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

NOTARY PUBLIC
04 JUL 14 1997
CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS

RECEIVED
97 JUL 14 PM 12:01

2/14/97
[Handwritten initials and signatures]

X 00000

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LODGESOUTH NAVARRE, L.C.**

97 JUL 14 PM 4:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Florida limited liability company is LodgeSouth Navarre, L.C. The original articles of organization for this company were filed with the Florida Secretary of State on December 29, 1995. This amendment and restatement shall be effective upon filing with the Florida Secretary of State. These amended and restated articles of organization were duly adopted, executed and filed in accordance with Florida Statute Section 608.411 (1995).

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is LodgeSouth Navarre, L.C., and its principal office and mailing address is located at 127 South Alcaniz, Pensacola, Florida 32501.

ARTICLE II

DURATION

The limited liability company shall exist perpetually from the date of the filing of these Articles of Organization with the Florida Department of State. This limited liability company's existence shall commence upon the filing of these articles with the Florida Secretary of State.

ARTICLE III

PURPOSE

The purposes for which this company is formed are as follows:

The acquisition, ownership, operation, and management of the real estate project currently known as the Best Western Hotel located in City of Navarre, Florida (the "Property"), pursuant to

and in accordance with the original Articles of Organization and this amendment; and

To engage in such other lawful activities permitted to corporations by the Business Corporation Act of the State of Florida as are incidental, necessary, or appropriate to the foregoing

ARTICLE IV

CAPITAL CONTRIBUTIONS AND STOCK

The total amount of cash contributed to this limited liability company by its members upon the filing of these Articles of Organization is One Hundred Dollars (\$100.00). There are no additional contributions to this limited liability company at any point in the future.

ARTICLE V

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer of assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI

DISSOLUTION

This limited company will dissolve upon the death, retirement, resignation, expulsion or dissolution of any member, unless all of the remaining members of this organization consent to a continuation of its business.

ARTICLE VII

MANAGEMENT

This organization is to be managed by a manager elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successors are elected and shall qualify; shall be:

Richard R. McAlpin
127 South Alcaniz Street
Pensacola, Florida 32501

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 127 South Alcaniz Street, Pensacola, Florida 32501 and the name of this limited liability company's initial registered agent is Richard R. McAlpin.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Richard R. McAlpin, 127 South Alcaniz Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned as manager of this limited liability company has executed these Amended and Restated Articles of Organization for this limited liability company this _____ day of July, 1997.

LODGESOUTH NAVARRE, L.C. ,
A Florida limited liability company

By: _____

RICHARD R. McALPIN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11 day of July, 1997, by Richard R. McAlpin, manager of LODGESOUTH NAVARRE, L.C., a Florida limited liability company, who personally appeared before me and who is personally known to me.

Dana M. Sutton
NOTARY PUBLIC, State of Florida

