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REFERENCE : 460494 80388A
AUTHORIZATION : *Mark Watson*
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 FOR FLORIDA
04 JUL 14 1997
CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS

97 JUL 14 PM 12:01
RECORDED

7/14/97
[Handwritten initials]

X 00250

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

97 JUL 14 PM 4:02
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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: RRR McAlpin
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

