

L96000000/95

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)

FILED  
96 FEB 20 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

000001721240  
-02/22/96--01026--005  
\*\*\*\*675.00 \*\*\*\*337.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RDP Royal Palm Hotel, Limited Co.  
(Corporation Name) (Document #)
2. ~~RDP Royal Palm Hotel, Limited Co.~~  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 PM. 2/20/96 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment:	
Resignation of R.A. Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

FILING 4250.00  
R. AGENT 35.00  
C. COPY 521.50  
TOTAL 337.50  
N. BANK  
BALANCE DUE  
REFUND

RECEIVED  
96 FEB 20 AM 10:35  
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
RDP SHORECREST HOTEL LIMITED COMPANY**

THE UNDERSIGNED, being one of the members of the limited liability company identified herein, hereby makes, subscribes and acknowledges before a notary public, and files with the Secretary of State of the State of Florida, the following Articles of Organization:

**ARTICLE I**

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**NAME**

The name of this limited liability company is **RDP Shorecrest Hotel Limited Company**, referred to in these Articles of Organization as the "Company".

**ARTICLE II**

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**ADDRESS**

The mailing and street address of the Company's principal office is:

c/o Martin Fine  
701 Brickell Avenue, Suite 3100  
Miami, Florida 33131

**ARTICLE III**

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**DURATION**

Unless dissolved earlier as provided in the Regulations adopted by its members (the "Regulations"), the Company will dissolve automatically on December 31, 2036.

**ARTICLE IV**

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**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company, and the mailing address of the company, is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The registered agent is Martin Fine, whose office is located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**FILED**  
96 FEB 20 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

### **ADMISSION OF NEW MEMBERS**

Except as otherwise provided in the Regulations, no additional member shall be admitted without the consent of the members of the Company. A member may transfer its interest in the Company as set forth in the Regulations, but, except as otherwise provided in the regulations, the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a member unless the manager approves.

## **ARTICLE VI**

### **RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved and terminated upon the death, adjudication of insanity or incompetence, bankruptcy, dissolution or liquidation, withdrawal, removal, retirement, resignation or expulsion of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless a majority in interest of the members elect to continue the business and affairs of the Company as set forth in the Regulations, provided there are at least two remaining members.

## **ARTICLE VII**

### **MANAGEMENT BY MANAGERS**

The Company will be managed by a manager in accordance with the Regulations. The names and addresses of the initial manager of the Company is as follows:

R. Donahue Peebles  
607 Fourteenth Street, N.W., Suite 1101  
Washington, D.C. 20005

## **ARTICLE VIII**

### **OTHER PROVISIONS**

The Regulations can only be amended, altered or repealed by the members of the Company in the manner provided in the Regulations. The Manager may not adopt regulations for the Company during the occurrence of any emergency. If a provision of these Amended and Restated Articles of Organization differs from a provision in the Regulations, then, to the extent allowed by law, the Regulations will govern.

THE UNDERSIGNED, being one of the members of the Company, does hereby make, subscribe, acknowledge and file these Articles of Organization pursuant to FSA 608.407, hereby declaring and certifying that the facts stated herein are true and correct, and accordingly has set out his hand and seal this 16th day of February, 1996.

  
R. DONAHUE PEEBLES

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

Before me, the undersigned authority, personally appeared R. DONAHUE PEEBLES, who, after being by me first duly cautioned and sworn, upon his oath deposed and said that he is the signatory of the foregoing Articles of Organization and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out.

Personally Known     ☐

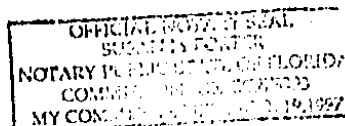
Produced Identification     ☒

Type: Montana Drivers License

Witness my hand and seal at Miami, Florida, the day and date first above set forth.

  
Name: Susan M. Porter  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

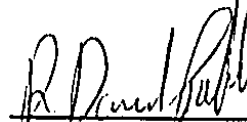
NOTARY SEAL/STAMP



**AFFIDAVIT OF  
MEMBERSHIP AND CONTRIBUTIONS**

On this, the 11 day of February, 1996, the undersigned member of **RDP Shorecrest Hotel Limited Company** deposes and says:

1. RDP Shorecrest Hotel Limited Company has at least two member.
2. The total amount of cash contributed to RDP Shorecrest Hotel Limited Company by the members is \$50,000.
3. No property other than cash has been contributed by members to RDP Shorecrest Hotel Limited Company.
4. The total amount of cash of property anticipated to be contributed to RDP Shorecrest Hotel Limited Company by members is \$1,000,000. This total includes the amounts from 2 and 3 above.

  
R. Donahue Peebles

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

Before me, the undersigned authority, personally appeared R. DONAHUE PEEBLES, who, after being by me first duly cautioned and sworn, upon his oath deposed and said that he is the signatory of the foregoing Affidavit of Membership and Contributions and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out.

Personally Known     ☐

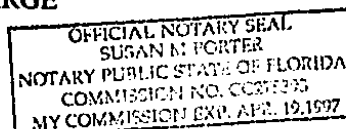
Produced Identification     ☒

Type: Montana Drivers License

Witness my hand and seal at Miami, Florida, the day and date first above set forth.

  
Name: Susan M. Porter  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

NOTARY SEAL/STAMP



**ACCEPTANCE OF  
REGISTERED AGENT OF  
RDP SHORECREST HOTEL LIMITED COMPANY**

**FILED**  
96 FEB 20 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, MARTIN FINE, hereby accepts his appointment as registered agent of **RDP SHORECREST HOTEL LIMITED COMPANY**, a Florida limited liability company, and files herewith his statement in writing accepting said appointment as registered agent in accordance with FSA 608.415(2). The undersigned is familiar with, and accepts, the obligations of being registered agent for **RDP SHORECREST HOTEL LIMITED COMPANY**.

  
MARTIN FINE