

TELEPHONE (407) 681-1020  
FAX (407) 623-0021

96000000235

**February 14, 1996**

**Secretary of State  
Florida Department of State  
Corporations Divisions  
P.O. Box 6327  
Tallahassee, Florida 32314**

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-02/20796--01074--004  
庫庫庫庫285.00 庫庫庫庫285.00

**Re: Hospitality Construction Company, L.C.**

**Dear Sir/Madam:**

Enclosed please find the Articles of Organization for Hospitality Construction Company, L.C., along with a trust account check in the amount of \$285.00 which represent a filing fee of \$250.00 and a Registered Agent's Designation fee of \$35.00. Please cause these Articles of Organization to be filed and return to me a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me.

**Sincerely,**

L. W. Kelly

L. Wesley Nichols, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 20 AM 10:05

LWN/lh  
Enclosure

789-524-1124  
W96-3991

02/29/90

**L. WESLEY NICHOLS, P.A.**

ATTORNEY AT LAW

PROSPERITY GARDENS, SUITE 204  
11380 PROSPERITY FARMS ROAD  
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (407) 691-2020  
FAX (407) 622-5531

MEMBER  
FLORIDA BAR  
CONNECTICUT BAR

LYNNE A. HAGIBES, CLA  
CERTIFIED LEGAL ASSISTANT

February 23, 1996

Claretha Golden  
Florida Department of State  
Corporations Divisions  
P.O. Box 6327  
Tallahassee, Florida 32314

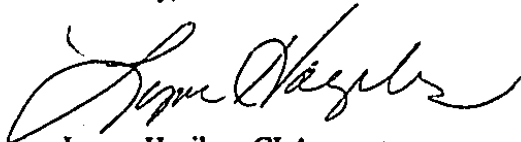
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 23 1996

Re: Hospitality Construction Company, L.C.  
Ref. Number W96000003991

Dear Sir/Madam:

Per your instructions in your February 22, 1996 letter, enclosed please find the corrections for the Articles of Organization for Hospitality Construction Company, L.C. Please cause these Articles of Organization to be filed and return to me a filed stamped copy thereof as soon as possible. If you have any further questions or if there are any problems, please call me at the above number.

Sincerely,



Lynne Hagibes, CLA  
Certified Legal Assistant

LWN/lh  
Enclosure



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 20 AM 10:05

**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 22, 1996

L. WESLEY NICHOLS, P.A.  
11380 PROSPERITY FARMS ROAD #204  
PALM BEACH GARDENS, FL 33410

SUBJECT: HOSPITALITY CONSTRUCTION COMPANY, LC.  
Ref. Number: W96000003991

We have received your document for HOSPITALITY CONSTRUCTION COMPANY, LC. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

The Affidavit needs to state the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00007720

EFFECTIVE DATE

2/14/96

**ARTICLES OF ORGANIZATION  
OF  
HOSPITALITY CONSTRUCTION COMPANY, L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 20 AM 10:05

The undersigned, desiring to form a limited liability company under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Organization for such company:

**ARTICLE I - NAME**

a. The name of the limited liability company: HOSPITALITY CONSTRUCTION COMPANY, L.C.

b. The name Hospitality Construction Company, L.C. was created by and is owned by member John Costas. The members hereby acknowledge Mr. Costas' ownership of the name and further agree upon dissolution of the company or withdrawal of Mr. Costas that he shall retain and own the sole right to use and own the name for himself or in future companies and ventures. The company and its members agree to amend the name of their company upon the request of Mr. Costas to make the name available for other use by Mr. Costas.

**ARTICLE II - PURPOSE**

a. The general nature of the business to be conducted and carried on by the company is the construction of a new Hampton Inn Hotel/Motel in Boca Raton, Florida and all construction related activities. The scope of the business other than specifically related activities shall not increase or expand to other projects or ventures without the consent of a 2/3 majority of the

members. Each member may engage in other ventures both during the existence of this company and thereafter whether similar or not, so long as each member's statutory responsibility to the company and to one another is maintained. The members are under no obligation to present additional opportunities or ventures to the company or each other.

b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments

of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

### ARTICLE III - DURATION

This company shall exist commencing on the date of execution and acknowledgment of these Articles of Organization, until the project listed in Article II, Paragraph (a) is completed

but in no event for a period in excess of two (2) years. The duration of the company may be extended by the approval of a 2/3 majority of the members through an amendment to these Articles.

#### ARTICLE IV - SHARING OF PROFITS AND LOSSES

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the capital accounts of the members. It is anticipated that each member will contribute to the company with both cash and services. The contribution of cash by each member shall be as follows:

John Costas	45%
Rick Peters Contracting Service, Inc.	45%
Dominion Builders, Inc.	10%

While it is the goal of the members for each of them to contribute their services in roughly the same relative amounts as set forth above the members understand that it may not be possible to quantify the exact nature or amount of services contributed. Thus, in determining the nature or the amount of each individual members capital account for the purposes of allocating profits, losses, determining voting rights, determining management authority pursuant to Article VIII or the recovery of capital account amounts by a withdrawing member under Florida Statute 608.427, services rendered shall not be included in any calculation of the capital account.

The company may enter into separate contracts with its members setting forth specific non management services to be rendered and payment therefore. The consideration paid for the non management service shall not be considered a distribution of profits or of the capital account.

#### ARTICLE V - INITIAL MEMBERS OF THE COMPANY

This company will have three (3) members initially. The number of members may be either increased or diminished from time to time by the members but shall never be less than 2. Additional members shall be admitted only upon the 2/3 majority consent of the then existing members and upon the terms and conditions set by those members. A member's interest in the company may not be assigned or transferred in whole or in part without the majority consent of the then existing members and upon the terms and conditions set by those members. The names and post office addresses of the initial members who, being subject to the provisions of the Articles of Organization, the Regulations of the company, and laws of the State of Florida, are as follows:

- 1). John Costas  
22 Huntly Drive  
Palm Beach Gardens, Fl. 33418
- 2). Rick Peters Contracting Service, Inc.  
108 Carnation Drive  
Clarks Summit, PA, 18411
- 4). Dominion Builders, Inc.  
418 Northwood Rd.  
West Palm Beach, Fl. 33407

#### ARTICLE VI - AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by a 2/3 majority vote of the then existing members.



#### ARTICLE VII - RIGHTS OF REMAINING MEMBERS

The company shall be dissolved when continuing membership of any member in the limited liability company ceases by reason of death, retirement, resignation, expulsion, bankruptcy, dissolution of a corporate member or the occurrence of any other event which makes it impossible for a member to continue. However, the then remaining members of this limited liability company may continue the business of the limited liability company upon the 2/3 majority consent of the remaining members so long as there remains at least two (2) remaining members to continue the business. The remaining business shall be continued upon the terms and conditions set by the remaining members at the time of any such event or occurrence.

#### ARTICLE VIII - MANAGEMENT

The management of the limited liability company is reserved for its members. All management decisions shall be made by a 2/3 majority of the members and all actions and powers set forth in Article II (b) - (f) may be made only by a 2/3 majority of the members. Any combination of members holding greater than 66.67% of the combined capital account as described in Article IV shall be considered a 2/3 majority for these purposes and all other purposes in these Articles. The names of the members are previously set forth in Article V. The corporate members may act only through the president of each respective member corporation. The members of the company shall have the power by a 2/3 majority vote only, to adopt, amend, alter, or repeal Regulations which may contain any provisions for the regulation and operation of the affairs of the company that are not inconsistent with the applicable laws or these Articles.

**ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this company at that address is L. Wesley Nichols.

**ARTICLE X - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the company shall be located at 22 Huntly Drive, Palm Beach Gardens, Florida 33418.

**IN WITNESS WHEREOF**, the undersigned, being each and all of the original members of the company herein above named for the purpose of forming a limited liability company to do business both without and within the State of Florida do hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set our hands and seal this 12<sup>th</sup> day of February, 1996.

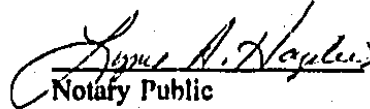
  
John Costas

STATE OF FLORIDA )  
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared JOHN COSTAS who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Organization and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 14 day of February, 1996.

Notary Stamp:

  
Notary Public



LYNNE A. HAGBERG  
My Commission 00877174  
Expires Jun. 01, 1998  
Bonded by HAI  
800-488-1888

**DESIGNATION OF REGISTERED AGENT**

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That HOSPITALITY CONSTRUCTION COMPANY, L.C., desiring to organize under the laws of the State of Florida with its principal office in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named L. Wesley Nichols, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 2/14/96

  
JOHN COSTAS

Having been named to accept services of process for the above stated company, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a Registered Agent.

Dated: 2/14/96

L. Wesley Nichols  
L. Wesley Nichols

**AFFIDAVIT OF HOSPITALITY CONSTRUCTION COMPANY, L.C.**

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

FILED STATE  
SECRETARY OF COMMERCE  
95 FEB 20 AM 10:05

I, JOHN COSTAS, being above the age of majority and first having been duly sworn do state and testify as follows:

1. I am a member of the limited liability company, HOSPITALITY CONSTRUCTION COMPANY, L.C. and I make this affidavit based upon my personal knowledge and belief.

2. The limited liability company herein being duly formed, HOSPITALITY CONSTRUCTION COMPANY, L.C. has three. The three members are:

- 1). John Costas
- 2). Rick Peters Contracting Services, Inc.
- 3). Dominion Builders, Inc.

3. The limited liability company will be primarily formed through a contribution by its members of services and cash. The first two members will be required to contribute start up capital in the amount of \$9,000.00 each. The third member will be required to contribute start up capital in the amount of \$2,000.00. In addition, each member will be required to contribute their services to conduct the business of the company. It is not anticipated that additional capital contributions of cash will be necessary by the members but if so made will be made on the same relative basis by each of the members as set forth above, that being 45% by members John Costas and Rick Peters Contracting Services, Inc. and 10% by Dominion Builders, Inc. The total amount of anticipated contributions is \$20,000.00. by all members.  
FURTHER AFFIANT SAYETH NAUGHT.

  
JOHN COSTAS

Sworn to and subscribed before me this 14 day February.

My Commision Expires:

  
Notary Public



LYNNE A HAGIBES  
My Commission CC377174  
Expires Jun. 01, 1998  
Bonded by HAI  
800-422-1885

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*2 checks  
1 Document*

*ALL  
PAID  
8/6*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/6		
TIME	10:00		CK No. _____
BY	<i>Per</i>		

WALK-IN  
 Will Pick Up \_\_\_\_\_

**L96000000 235** of **52819**  
 RE: Hospitality Construction  
Company, L.C.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S:		
Fictitious Name File	600001920606	-08/13/96--01108--016
Name Reservation	****17.50	****17.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling	600001920606	-08/13/96--01108--016
Phone ( )	****37.50	****37.50
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

96 AUG -6  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 3:53 PM

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2 % per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1996

CAPITAL CONNECTION INC.

TALLAHASSEE, FL 32301

SUBJECT: HOSPITALITY CONSTRUCTION COMPANY, L.C.  
Ref. Number: L9600000235

We have received your document for HOSPITALITY CONSTRUCTION COMPANY, L.C. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 996A00037475

*Corrected*

*Shane*  
*B.*

**AMENDMENT TO ARTICLES OF ORGANIZATION  
OF  
HOSPITALITY CONSTRUCTION COMPANY, L.C.**

The Articles of Organization of HOSPITALITY CONSTRUCTION COMPANY, L.C. are hereby amended. All Articles not specifically amended herein remain in full force and effect and are restated and incorporated by reference herein as if more fully set forth. The Amended Articles are as follows:

DATE FILED 2/20/96  
EFFECTIVE DATE 2/14/96

**ARTICLE IV - SHARING OF PROFITS AND LOSSES**

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the capital accounts of the members. It is anticipated that each member will contribute to the company with both cash and services. The contribution of cash by each member shall be as follows:

John Costas	50%
Rick Peters	50%

While it is the goal of the members for each of them to contribute their services in roughly the same relative amounts as set forth above the members understand that it may not be possible to quantify the exact nature or amount of services contributed. Thus, in determining the nature or the amount of each individual members capital account for the purposes of allocating profits, losses, determining voting rights, determining management authority pursuant to Article VIII or the recovery of capital account amounts by a withdrawing member under Florida Statute 608.427, services rendered shall not be included in any calculation of the capital account.

The company may enter into separate contracts with its members setting forth specific non management services to be rendered and payment therefore. The consideration paid for the non




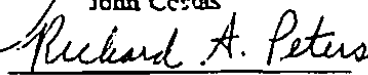
management service shall not be considered a distribution of profits or of the capital account.

#### ARTICLE V - INITIAL MEMBERS OF THE COMPANY

This company will have two members. The number of members may be either increased or diminished from time to time by the members but shall never be less than 2. Additional members shall be admitted only upon the 2/3 majority consent of the then existing members and upon the terms and conditions set by those members. A member's interest in the company may not be assigned or transferred in whole or in part without the majority consent of the then existing members and upon the terms and conditions set by those members. The names and post office addresses of the present members who, being subject to the provisions of the Articles of Organization, the Regulations of the company, and laws of the State of Florida, are as follows:

- 1). John Costas  
22 Huntly Drive  
Palm Beach Gardens, Fl. 33418
- 2). Rick Peters  
108 Carnation Drive  
Clarks Summit, PA, 18411

**IN WITNESS WHEREOF**, the undersigned, being all of the present members of the company herein above named do hereby make, subscribe, acknowledge and file these Amended Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set our hands and seal this 3 day of August, 1996.

  
John Costas  
  
Rick Peters

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared JOHN COSTAS who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Amended Articles of Organization and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 3 day of August, 1996.

Notary Stamp:



KYRA LEWIS  
My Comm Exp. 3/02/99  
Bonded By Service Inc  
No. CC442951  
11 Kennedy Avenue 11000 L.A.

Kyra Lewis  
Notary Public

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared RICK PETERS who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Amended Articles of Organization and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 3 day of August, 1996.

Notary Stamp:



KYRA LEWIS  
My Comm Exp. 3/02/99  
Bonded By Service Inc  
No. CC442951  
11 Kennedy Avenue 11000 L.A.

Kyra Lewis  
Notary Public