



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000877

ACCOUNT NO. : 072100000032

REFERENCE : 867859 5674A

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pigitt*

ORDER DATE : June 24, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 867859-005

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq  
KIMPTON BURKE & WHITE

Suite 100  
28059 U.s. Highway 19, North  
Clearwater, FL 33761

000002570650--8

DOMESTIC FILING

NAME: NEW TAMPA HOSPITALITY GROUP,  
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

*hrc*

*6/25/98*

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 24, 1998

CASSANDRA BRYANT  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: NEW TAMPA HOSPITALITY GROUP, LLC  
Ref. Number: W98000014472

We have received your document for NEW TAMPA HOSPITALITY GROUP, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The AFFIDAVIT must contain THREE MONEY AMOUNTS. First, it must state the amount of cash contributed by the partners to date. Then it must state the value of any non-cash property contributed by the members to date. If this amount is "ZERO", it must STILL be stated.

Finally, it must list the total amount of cash and property anticipated to be contributed by the members. The third amount must be at least as great as the sum of the first two amounts.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 198A00034678

**RESUBMIT**  
Please give original  
submission date as file date.

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ARTICLES OF ORGANIZATION

OF

NEW TAMPA HOSPITALITY GROUP, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I.**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **NEW TAMPA HOSPITALITY GROUP, LLC**, and its principal office shall be located at 17815 Osprey Point Place, Tampa, Florida 33647, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This is also the company's mailing address.

**ARTICLE II.**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in now way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III.

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of,

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the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a majority vote of the members of the limited liability company.

#### ARTICLE IV.

##### MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting or the members or until his successor is elected and qualified is as follows: David Larson, 17815 Osprey Point Place, Tampa, Florida 33647.

#### ARTICLE V.

##### MEMBERSHIP RESTRICTIONS

The admission, withdrawal, and transfer, voluntary or involuntary, of new members and membership interests, and the corresponding consequences of death of an individual member or the consequences of dissolution of a non-individual member, shall all be as determined in the Operating Agreement as approved by a majority vote of the members and as modifiable thereafter in accordance therewith.

#### ARTICLE VI.

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Million, Three Hundred Thousand and No/100 (\$1,300,000.00) Dollars cash shall be paid to the limited liability company by a number of members who shall purchase membership interests with each unit of interest valued at Ten Thousand and No/100 (\$10,000.00) Dollars equalling one (1) unit of ownership. Additional contributions will be made as required for investment purposes, as determined by the Operating Agreement.

#### ARTICLE VII.

##### PROFITS AND LOSSES

The members shall be entitled to profit and in turn suffer losses as set out in the Operating Agreement.

#### ARTICLE VIII.

##### DURATION

This limited liability company shall exist for a period of

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thirty (30) years, or such shorter time until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE IX.**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

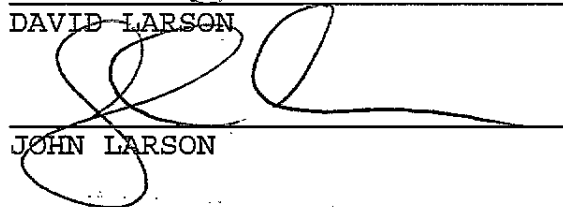
The address of the initial registered office of the limited liability company is 17815 Osprey Point Place, Tampa, Florida 33647, and the name of the company's initial registered agent at that address is David Larson.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **NEW TAMPA HOSPITALITY GROUP, LLC.**

Executed by the undersigned at Munster, Indiana on the 23 day of JUNE, 1998.



DAVID LARSON



JOHN LARSON

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF INDIANA  
COUNTY OF \_\_\_\_\_

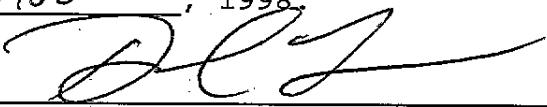
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **NEW TAMPA HOSPITALITY GROUP, LLC**.


The name of the registered agent for NEW TAMPA HOSPITALITY GROUP, LLC is DAVID LARSON and the street address of the company's principal office where the agent is located is 17815 Osprey Point Place, Tampa, Florida 33647.

This statement is to acknowledge that, as indicated above, NEW TAMPA HOSPITALITY GROUP, LLC has appointed me, DAVID LARSON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 23 day of JUNE, 1998.

  
\_\_\_\_\_  
DAVID LARSON

The foregoing instrument was acknowledged before me this 23 day of JUNE, 1998, by DAVID LARSON, agent on behalf of NEW TAMPA HOSPITALITY GROUP, LLC, a limited liability company. He is (X) personally known to me or ( ) has produced a \_\_\_\_\_ driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Indiana  
Name: Deborah D. Scott  
Serial No: 404123  
Commission Expires: 2-23-2001

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# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF INDIANA  
COUNTY OF LAKE

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of **NEW TAMPA HOSPITALITY GROUP, LLC** deposes and says:

1. The limited liability company identified above has at least two members.

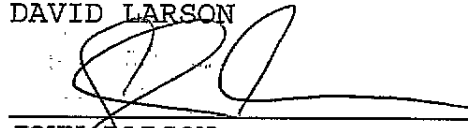
2. The total amount of cash contributed by the members is One Million, Three Hundred Thousand and No/100 (\$1,300,000.00) Dollars.

3. The agreed value of property other than cash contributed by members is zero.

4. The total amount of cash and property contributed and anticipated to be contributed by members is One million, Three Hundred Thousand and No/100 (\$1,300,000.00) Dollars.



DAVID LARSON



JOHN LARSON

The foregoing instrument was acknowledged before me this 23 day of JUNE, 1998 by David Larson and JOHN LARSON, members, on behalf of **NEW TAMPA HOSPITALITY GROUP, LLC**, a limited liability company. They are (☒) personally known to me or ( ) have produced \_\_\_\_\_ driver's licenses as identification.

Deborah D. Scott  
Notary Public, State of Indiana  
Name: Deborah D. Scott  
Serial No: 404123  
Commission Expires: 2-23-2001