

L98000001980



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 971216 11812A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 23, 1998

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ORDER NO. : 971216-010

800002647398--5

CUSTOMER NO: 11812A

CUSTOMER: Berry J. Walker, Jr., Esq
WALKER AND ASSOCIATES, P.A.

Suite 216
235 South Maitland Ave.
Maitland, FL 32751

CM

DOMESTIC FILING

NAME: BUENTA VISTA HOTEL PARTNERS,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*****FILE SECOND*****

EXAMINER'S INITIALS: _____

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98 SEP 23 PM 12:10
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
BUENA VISTA HOTEL PARTNERS, L.C.**

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company shall be BUENA VISTA HOTEL PARTNERS, L.C., a Florida limited liability company.

ARTICLE II - DURATION

The period of the limited liability company's existence shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE OF CORPORATION

The mailing address and the street address of the principal office of the principal office of the limited liability company shall be:

235 South Maitland Avenue, Suite 216
Maitland, Florida 32751

ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Berry J. Walker, Jr., Esquire
Florida Bar Number 0742960
WALKER AND ASSOCIATES, ATTORNEYS, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

ARTICLE V - NATURE OF BUSINESS

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Organizing Members of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional members to the limited liability company in their sole discretion, upon the unanimous consent of the Organizing Members of this limited liability company.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY COMPANY
UPON THE DEATH, RETIREMENT, RESIGNATION, EXPULSION, BANKRUPTCY
OR DISSOLUTION OF A MEMBER OR THE OCCURRENCE OF ANY OTHER
EVENT WHICH TERMINATED THE CONTINUED MEMBERSHIP OF A MEMBER IN
THE LIMITED LIABILITY COMPANY

A. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:

1. A fully executed and acknowledged written instrument of assignment must be filed with the Organizing Members setting forth the intention of the assignor that the assignee become a Member in his or her place;

2. The assignor and the assignee must execute and acknowledge such other instruments as the Organizing Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;

3. A reasonable transfer fee shall have been paid to the limited liability company; and

4. The written consent of the Organizing Members to the substitution must be obtained, the denial of which is in the reasonable discretion of the Organizing Members.

B. Admission of Additional Members. The Organizing Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the unanimous consent of the Organizing Members.

C. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of a Member's membership in this limited liability company, the Organization shall, within 120 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.

D. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of

this limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

This limited liability company shall be managed by a manager, whose name and address is:

Name	Address
Hospitality Development Group, Inc., a Florida corporation	1007 North Federal Highway, Suite 125, Fort Lauderdale, Florida 33304
Trigild Corporation, a California Corporation	12555 High Bluff Drive, Suite 330, San Diego, CA 92130

The aforesaid persons shall serve jointly and collectively as the managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22 day of September, 19 98.

ORGANIZING MEMBERS:

Hospitality Development Group, Inc.: Trigild Corporation:

By: [Signature]

Name: Berry J. Walker, Jr.
Title: Agent

By: [Signature]

Name: Berry J. Walker, Jr.
Title: Agent

FILED
98 SEP 24 PM 2:52
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 22 day of September, 1998, by Berry J. Walker, Jr., as agent for Hospitality Development Group, Inc., a Florida corporation who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.



Karla E. Valladares
MY COMMISSION # CC650809 EXPIRES
May 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Karla E. Valladares
NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 22 day of September, 1998, by Berry J. Walker, Jr., as agent for Trigild Corporation, a California Corporation, who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.



Karla E. Valladares
MY COMMISSION # CC650809 EXPIRES
May 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Karla E. Valladares
NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

FILED
98 SEP 24 PM 2:52
TALLAHASSEE, FLORIDA

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 1399 West State Road 434, Longwood, Florida 32750, has named Berry J. Walker, Jr., whose address is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Berry J. Walker, Jr., agree to act as the Registered Agent of **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company.



Berry J. Walker, Jr., Esquire
Florida Bar Number 0742960
WALKER AND ASSOCIATES, ATTORNEYS, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751
Phone: (407) 644-6535
Fax: (407) 644-8369

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06 SEP 24 PM 2:52
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

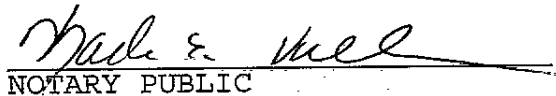
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 22nd day of September, 1998, by BERRY J. WALKER, JR., who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.



Karta E. Valladares
MY COMMISSION # CC650809 EXPIRES
May 27, 2001
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

AFFIDAVIT OF MEMBERSHIP WITH REGARD TO:
BUENA VISTA HOTEL PARTNERS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared, Berry J. Walker, Jr. as agent for Hospitality Development Group, Inc., a Florida corporation, an Organizing Member of **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company, who, upon first being duly sworn according law, deposes and says:

1. My name is Berry J. Walker, Jr. and I am over the age of twenty-one years, sui juris, and competent to make this affidavit from my own personal knowledge.

2. I am the agent Hospitality Development Group, Inc., which is an Organizing Member of **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company.

3. There are two Organizing Members of **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company whose names and mailing addresses are as follows:

Name	Address
Hospitality Development Group, Inc., a Florida corporation	1007 North Federal Highway, Suite 125, Fort Lauderdale, Florida 33304
Trigild Corporation, a California Corporation	12555 High Bluff Drive, Suite 330, San Diego, CA 92130

4. As of the date of the filing of this Affidavit, Trigild Corporation has contributed the sum of Zero and 00/100 Dollars to **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company. It is anticipated that this Organizing Member shall contribute services to **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company, but shall not contribute any additional money to **BUENA VISTA HOTEL PARTNERS, L.C.**, a Florida limited liability company.

5. As of the date of the filing this Affidavit, Venture Capital Group, Inc., a Florida Corporation, 1007 North Federal Highway, Suite 125, Fort Lauderdale, Florida 33304, has contributed its undivided interest in real property located in Orange County, Florida having an agreed upon value of \$205,235.00. In addition, as of the filing of this Affidavit, Hospitality Development Group, Inc., a Florida corporation, 1007 North Federal Highway, Suite 125, Fort Lauderdale, Florida 33304, has contributed its undivided interest in real property located in

Orange County, Florida having an agreed upon value of \$922,049.00. The aforesaid real property is described in the attached Legal Descriptions. The agreed upon value of the property is One Million One Hundred Twenty Seven Thousand Two Hundred Eighty Four and 00/100 Dollars (\$1,127,284.00). It is anticipated that these Organizing Member shall make no additional contributions to BUENA VISTA HOTEL PARTNERS, L.C., a Florida limited liability company.

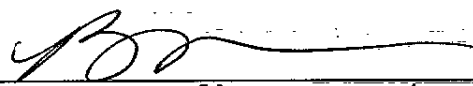
6. This Affidavit is made for the purpose of complying with Chapter 608 of the Florida Statutes regarding formation of a limited liability company.

FURTHER AFFIANT SAYETH NOT.

ORGANIZING MEMBER:

Hospitality Development Group, Inc.:

By:


Berry J. Walker, Jr., its agent/vice president

STATE OF FLORIDA
COUNTY OF ORANGE

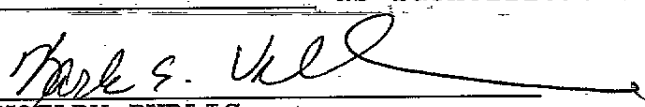
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 22nd day of September, 1998 by Berry J. Walker, Jr., as the Vice President and Agent of Hospitality Development Group, Inc.; a Florida corporation, who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.



Karla E. Valladares
MY COMMISSION # CG650809 EXPIRES
May 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 24 PM 2:52

FILED

LEGAL DESCRIPTIONS

Parcel One: 34-24-28-5844-00660

Commence at the intersection of the North line of South $\frac{1}{2}$ of Southeast $\frac{1}{4}$ of Northeast $\frac{1}{4}$ of Section 34, Township 24 South, Range 28 East, Orange County, Florida, and the Northeasterly R/W line of State Road 535; thence run South $36^{\circ}58'$ East along said Northeasterly R/W line of State Road 535 a distance of 775.30 feet to the Point of Beginning of a parcel of land hereinafter described; thence continue South $36^{\circ}58'$ East along said Northeasterly R/W line of State Road 535 a distance of 341.87 feet; thence run North $53^{\circ}02'$ East a distance of 300 feet; thence North $36^{\circ}58'$ West a distance of 341.87 feet; thence South $53^{\circ}02'$ West a distance of 300 feet to the Point of Beginning, less any easements or dedications of record across same, lying within Section 34, Township 24 South, Range 28 East, Orange County, Florida.

Parcels Two and Three: 34-24-28-5844-00663 and 34-24-28-5844-00664

Commence at the intersection of the North line of the South half of the Southeast quarter of the Northeast quarter of Section 34, Township 24 South, Range 28 East, Orange County, Florida, and the Northeasterly right-of-way line of State Road 535; thence run South $36^{\circ}58'$ East along said Northeasterly right-of-way line of State Road 535 a distance of 1117.17 feet to the Point of Beginning of a parcel of land hereinafter described; thence continue South $36^{\circ}58'$ East along said Northeasterly right-of-way line a distance of 50 feet; thence run North $53^{\circ}02'$ East a distance of 300 feet; thence North $36^{\circ}58'$ West a distance of 50 feet; thence South $53^{\circ}02'$ West a distance of 300 feet to the Point of Beginning. Commence at the intersection of the North line of the South half of the Southeast quarter of the Northeast quarter of Section 34, Township 24 South, Range 28 East, Orange County, Florida, and the Northeasterly right-of-way line of State Road 535; thence run South $36^{\circ}58'$ East along said Northeasterly right-of-way line of State Road 535 a distance of 1167.17 feet to the Point of Beginning of a parcel of land hereinafter described; thence continue South $36^{\circ}58'$ East along said Northeasterly right-of-way line a distance of 50 feet; thence run North $53^{\circ}02'$ East a distance of 300 feet; thence North $36^{\circ}58'$ West a distance of 50 feet; thence South $53^{\circ}02'$ West a distance of 300 feet to the Point of Beginning.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Parcel Four: 34-24-28-5844-00665

Commence at the intersection of the North line of the South half of the Southeast quarter of the Northeast quarter of Section 34, Township 24 South, Range 28 East, Orange County, Florida, and the Northeasterly right-of-way of State Road 535; thence run South 36°58' East along said Northeasterly right-of-way line of State Road 535, a distance of 1217.17 feet to the Point of Beginning of a parcel of land hereinafter described; thence continue South 36°58' East along said Northeasterly right-of-way line, a distance of 50.0 feet; thence run North 53°02' East a distance of 300.0 feet; thence North 36°58' West, a distance of 50.0 feet; thence South 53°02' West, a distance of 300.0 feet to the Point of Beginning.

Parcel Five: 34-24-28-0000-00029

Commence at the intersection of the North line of the South ½ of the Southeast 1/4 of the Northeast 1/4 of Section 34, Township 24 South, Range 28 East, Orange County, Florida, and the Northeasterly right-of-way line of State Road 535; thence run South 36°58' East along said Northeasterly right-of-way line of State Road 535, a distance of 725.30 feet, to the Point of Beginning of a parcel of land hereinafter described; thence continue South 36°58' East along said Northeasterly right-of-way line, a distance of 50 feet; thence run North 53°02' East, a distance of 300 feet; thence North 36°58' West, a distance of 50 feet; thence South 53°02' West, a distance of 300 feet to the Point of Beginning. The property described above is located in the County of Orange, State of Florida.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA