

L980000001980



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REFERENCE : 781323 11812A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 160.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 12:18

ORDER DATE : July 31, 2000

MJH

ORDER TIME : 11:14 AM

ORDER NO. : 781323-005

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CUSTOMER NO: 11812A

CUSTOMER: Lorri Wilson, Legal Assistant
Walker And Associates, P.a.
Suite 216
235 South Maitland Ave.
Maitland, FL 32751

L98-1980

DOMESTIC AMENDMENT FILING

NAME: BUENA VISTA HOTEL PARTNERS, LC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight EXT: 1156
EXAMINER'S INITIALS: _____

RECEIVED
00 JUL 31 AM 10:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT FOR:
BUENA VISTA HOTEL PARTNERS, LC
a Florida limited liability company**

The following provisions of the Articles of Organization of Buena Vista Hotel Partners, LC, a Florida limited liability company, filed with the Florida Secretary of State on September 24, 1998, Document Number L98000001980 be and they hereby are amended in the following particulars:

1. Article III, be and is hereby deleted in its entirety and the following Amended Article III is substituted in place thereof:

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS FOR THE COMPANY**

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

3000 North Federal Highway, Building 8
Fort Lauderdale, Florida 33306

2. Article IV, be and is hereby deleted in its entirety and the following Amended Article IV is substituted in place thereof:

**ARTICLE IV
NAME AND STREET ADDRESS OF REGISTERED AGENT**

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

Jerrold Krystoff
3000 North Federal Highway, Building 8
Fort Lauderdale, Florida 33306

3. Article VI, be and is hereby deleted in its entirety and the following Amended Article VI is substituted in place thereof:

ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Members of this limited liability company have the right to admit additional members to the limited liability company in their sole discretion, upon the majority consent of the Members of this limited liability company.

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DIVISION OF CORPORATIONS
00 JUL 31 PM12:18

4. Article VII, be and is hereby deleted in its entirety and the following Amended Article VII is substituted in place thereof:

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

1. 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:

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

b. The assignor and the assignee must execute and acknowledge such other instruments as the 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;

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

d. The written consent of a majority of the Members to the substitution must be obtained, the denial of which is in the reasonable discretion of the Members.

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

3. 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.

4. 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.

5. Article VIII, be and is hereby deleted in its entirety and the following Amended Article VIII is substituted in place thereof:

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 International, Inc., a Florida corporation	3000 North Federal Highway, Building 8 Fort Lauderdale, FL 33306

The aforesaid person shall serve as the manager of the limited liability company until the next annual meeting of the members or until his successor is elected and qualifies.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28 day of July, 19 2000.

BUENA VISTA HOTEL PARTNERS, LC
a Florida limited liability company

By: Hospitality Development Group, Inc.
a Florida corporation, its Manager:

By: _____

Print Name and Title

BUENA VISTA HOTEL PARTNERS, LC
a Florida limited liability company

By: Hospitality Development International, Inc.
a Florida corporation, its Manager:

By: Mary Fanizza
Mary Fanizza, President
Print Name and Title

STATE OF FLORIDA
COUNTY OF Broward

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 28 day of July, 2000, by Jerald Wagsstoff as the Manager of Buena Vista Hotel Partners, LC, a Florida limited liability company, who did take an oath.

Check One:

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



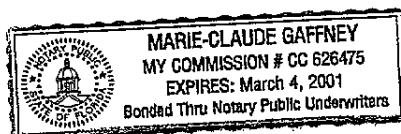
Marie-Claude Gaffney
NOTARY PUBLIC
MARIE-CLAUDE GAFFNEY
(typed-printed or stamped name of Notary)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Broward

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 28 day of July, 2000, by MARY FANIZZA as the sole Manager of Buena Vista Hotel Partners, LC, a Florida limited liability company, who did take an oath.

Check One:

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



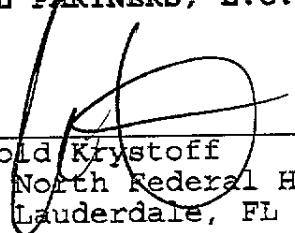
Marie-Claude Gaffney
NOTARY PUBLIC
MARIE-CLAUDE GAFFNEY
(typed-printed or stamped name of Notary)
My Commission Expires:

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, has named Jerrold Krystoff, 3000 North Federal Highway, Building 8, Fort Lauderdale, FL 33306, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Jerrold Krystoff 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.



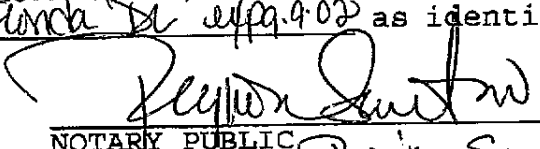
Jerrold Krystoff
3000 North Federal Highway, Building 8
Fort Lauderdale, FL 33306

STATE OF FLORIDA
COUNTY OF Broward

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 28 day of July, 2000, by Jerrold Krystoff, who did take an oath.

Check One:

☐ He/she is personally known to me; or
☒ He/she has produced a Florida ID exp. 9-02 as identification.



NOTARY PUBLIC

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

