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

1. *Plaza International Text Partners, LLC*
(Corporation Name) (Document #)

2. _____
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(Corporation Name) (Document #)

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Name	<i>De 1-87</i>
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Document	<i>De</i>
Examiner	<i>De</i>
Updater	<i>De</i>
Updater Verifier	<i>De</i>
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA
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Examiner's Initials	
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ARTICLES OF ORGANIZATION
OF
PLAZA INTERNATIONAL TENANT PARTNERS, L.L.C.

The undersigned, acting as Incorporator, desiring to form a limited liability company for profit pursuant to the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I

NAME

The name of this limited liability company is PLAZA INTERNATIONAL PARTNERS, L.L.C.

ARTICLE II

DURATION

This limited liability company shall begin its existence as of the filing of these Articles of Organization and shall exist until December 31, 2049 unless dissolved by operation of law.

ARTICLE III

ADDRESS

The street address of the principal office of the limited liability company is 401 W. Colonial Drive, Suite 7, Orlando, Florida 32804 and the mailing address of the principal office of the limited liability company is the same.

ARTICLE IV

MANAGEMENT

The limited liability company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

BDC HOTEL TENANT PARTNERS, LTD., a Florida limited
partnership
401 W. Colonial Drive, Suite 7
Orlando, Florida 32804

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

The Regulations required all members and the Managing Member (except where members have first refusal rights to purchase another member's interest in the company) approval to admit additional members. The terms and conditions of such admission are as set out on Exhibit "A" attached hereto.

ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS

The right to continue business of the company is not affected by 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. However, in the event of the termination of a member as a managing member, the company will be dissolved but may be reconstituted according to the provisions as set forth in Exhibit "B".

This document has been duly executed and is being filed in accordance with Section 608.407, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 26th day of January, 1999.

PLAZA INTERNATIONAL TENANT
PARTNERS, L.L.C., a Florida
limited liability company

By: BDC HOTEL TENANT PARTNERS,
LTD., a Florida limited
partnership

By: BDC HOTEL, L.L.C., a
Florida limited liability
company, General Partner

By: BDC HOTEL, INC., a Florida
corporation, Managing
Member

By: William H. MacArthur
William H. MacArthur
President
Managing Member

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EXHIBIT "A"

TO
ARTICLES OF ORGANIZATION OF
PLAZA INTERNATIONAL TENANT PARTNERS, L.L.C.

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Section 11.4. Further Restrictions on Transfer.

11.4(A). In the event of any transfer or transfers permitted under this Article, the interest so transferred shall be and remain subject to all terms and provisions of this Agreement, the assignee or transferee shall be deemed to have assumed all the obligations hereunder relating to the interests or rights so transferred, and shall agree in writing to the foregoing. No change in ownership of any interest in the Company or rights under this Agreement shall be binding upon any other Member until a certified copy of all instruments executed and delivered in connection with such transfer or assignment shall have been delivered to such other Members.

11.4(B). Any Member making or offering to make a transfer of all or any part of his or its interest in the Company shall indemnify and hold harmless the Company and all other Members from and against any costs, damages, claims, suits, or fees suffered or incurred by the Company or any such other Member arising out of or resulting from any claims by the transferee of such interest or any offerees of such interest in connection with such transfer or offer or any claims by state or federal agencies relating to alleged securities laws violations.

Section 11.5. Additional Member. An assignee or transferee (other than an existing Member or a Permitted Transferee) of the interest of a Member may be admitted as an Additional Member only with the consent of all Members. Such consent may be withheld in the sole, absolute and arbitrary discretion of all Members for any reason or no reason. Any assignee of a Company Interest to whose admission such consent is given shall become and shall have the rights and power and is subject to the restrictions and liabilities of a Member. Any assignee or transferee of the interest of a Member shall be entitled only to receive distributions hereunder until such transferee has been admitted as a Member.

Section 11.6. Duties of Additional Members. Any Person admitted to the Company as an Additional Member shall, prior to such admission, be subject to all provisions of this Agreement in the place and stead of his assignor as if originally a party hereto.

Section 11.7. Limitation on Transfer. Notwithstanding any other provision of this Article XI, no Member may take any action under any Section of this Article XI for the sale or transfer of a Company Interest or the Company Assets or the transfer of all the rights, powers, duties and obligations of the Manager under Section 11.3(E) unless such Member's Affiliate takes a consistent action under a similar section of Article XI of the PLAZA INTERNATIONAL PARTNERS Agreement. If a Member takes any action under this Article XI but such Member's Affiliate fails to take a consistent action under Article XI of the PLAZA INTERNATIONAL PARTNERS Agreement, the action taken under this Article XI shall be null and void for all purposes. For example:

(i) If a Member delivers the Written Notice under Section 11.3(A) to all the other Members, but such Member's Affiliate does not simultaneously deliver Written Notice to all of such Member or such Member's Affiliate under Section 11.3(A) of the PLAZA INTERNATIONAL PARTNERS Agreement, the Member shall be deemed not to have delivered the Written Notice under Section 11.3(A) of this Agreement.

(ii) If a Member initiates a buy-sell under Section 11.3(C) by sending the Buy-Sell Notice to another Member, but such Member's Affiliate does not simultaneously initiate a buy-sell under Section 11.3(C) of the PLAZA INTERNATIONAL PARTNERS Agreement, the Member shall be deemed not to have delivered the Buy-Sell Notice under Section 11.3(C) of this Agreement.

(iii) If a Member provides the other Members with a Plan Asset Determination Notice under Section 11.3(E)(2), but such Member's Affiliate does not simultaneously provide the other Members with a Plan Asset Determination Notice under Section 11.3(E)(2) of the PLAZA INTERNATIONAL PARTNERS Agreement, the Member shall be deemed not to have provided the Plan Asset Determination Notice under Section 11.3(E)(2) of this Agreement.

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EXHIBIT "B"

TO

ARTICLES OF ORGANIZATION OF

PLAZA INTERNATIONAL TENANT PARTNERS, L.L.C.

12.5(E). Notwithstanding anything to the contrary, the Company shall not terminate solely as a consequence of the bankruptcy of one or more of the Members of the Company so long as there remains a solvent Member of the Company.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PLAZA INTERNATIONAL TENANT PARTNERS, L.L.C. deposes and says:

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

2. The total amount of cash contributed by the members is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by members is N/A. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members is NONE. This total includes amounts from 2 and 3 above.

PLAZA INTERNATIONAL TENANT
PARTNERS, L.L.C., a Florida
limited liability company

By: BDC HOTEL TENANT PARTNERS,
LTD., a Florida limited
partnership

By: BDC HOTEL, L.L.C., a
Florida limited liability
company, General Partner

By: BDC HOTEL, INC., a Florida
corporation, Managing Member

By: William H. MacArthur
William H. MacArthur
President
Managing Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is PLAZA INTERNATIONAL TENANT PARTNERS, L.L.C.

2. The name and address of the registered agent and office is:

William H. MacArthur
401 W. Colonial Drive, Suite 7
Orlando, FL 32804

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the 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.

W H MacArthur
William H. MacArthur

January 26, 1999
Date

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