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**LIMITED LIABILITY COMPANY**

**FAMOUS HOST ASSOCIATES, L.L.C.**

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**ARTICLES OF ORGANIZATION  
OF  
FAMOUS HOST ASSOCIATES, L.L.C.**

**THE UNDERSIGNED**, being a Member (or a duly authorized representative of a Member), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of the limited liability company is FAMOUS HOST ASSOCIATES, L.L.C.  
(the "Company").

**ARTICLE II - ADDRESS**

The mailing and street address of the Company's principal office is 5401 South Kirkman Road, Suite 725, Orlando, Florida 32819.

**ARTICLE III - DURATION**

The Company's existence shall commence on February 1, 1999 and shall continue perpetually until terminated in accordance with the Company's Regulations or upon the occurrence of any of the events specified in Section 608.441 of the Florida Statutes, unless continued by the vote of a majority-in-interest of the remaining Members.

**ARTICLE IV - MEMBERS**

"Members" means the initial Members of the Company and also means any additional or substitute Members admitted to the Company in accordance with these Articles of Organization and the Regulations of the Company.

This instrument prepared by:  
Stephen R. Looney, FL BAR 0628344  
200 South Orange Avenue  
Suite 3000  
Orlando, FL 32801  
(407) 244-1148  
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### ARTICLE V - MANAGEMENT

The business of the Company shall be conducted, carried on and managed by not less than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager are as follows:

Name of Manager

Address

Rashid A. Khatib

5401 South Kirkman Road  
Suite 725  
Orlando, Florida 32819

Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional Members to the Company shall require the approval of the existing Members holding a majority of the interests in the Company.

### ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the Company if a majority-in-interest of the remaining Members consent in writing to continue the business of the Company within ninety (90) days of the occurrence of an event which would otherwise cause a dissolution of the Company. If such vote is not obtained, for so long as the mortgage lien exists on the Property (as defined in Article IX below), the Company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage (as

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defined in Article IX below) on the Property. Such holders may continue to exercise all of their rights under the existing Security Agreements or Mortgages until the debt underlying the mortgage liens has been paid in full or otherwise completely discharged.

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the registered office of the Company in the State of Florida is 5401 South Kirkman Road, Suite 725, Orlando, Florida 32819. The name of the initial registered agent of the Company at that address is RASHID A. KHATIB.

#### ARTICLE IX - PURPOSE, POWERS AND RIGHTS

The nature of the business to be conducted and promoted by the Company and the purpose of the Company, is to engage solely in the activity of owning, holding, selling, assigning, transferring, operating, leasing, mortgaging, pledging and otherwise dealing with the property known as Holiday Trail Plaza in Osceola County, Florida (the "Property"). The Company shall exercise all powers enumerated in the Limited Liability Company Act of Florida necessary and convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien (the "First Mortgage") exists on any portion of the Property, the Company shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the Company remains owner of the Property, the Company: (i) shall not dissolve or liquidate, (ii) shall not consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of

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the Members of the Company, and (iv) shall not materially amend the Articles of Organization of the Company without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

Any indemnification of the Company's Members, Manager, and/or officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in the Articles of Organization, the Company shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any affiliate or, if it shares office space with its affiliate, it shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of any affiliate.
3. It shall not commingle assets with those of any affiliate.
4. It shall conduct its own business in its own name.
5. It shall maintain financial statements separate from any affiliate.
6. It shall pay any liabilities, including salaries of any employees, out of its own funds, and not out of funds of any affiliate.
7. It shall maintain an arm's length relationship with any affiliate.
8. It shall not guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.

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9. It shall use stationary, invoices and checks separate from any affiliate.
10. It shall not pledge its assets for the benefit of any other entity, including any affiliate.
11. It shall hold itself out as an entity separate from any affiliate.

For purpose of this Article IX, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the Company, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any Member, Manager, officer or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from the Company or any affiliate. For purposes of this definition "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

#### ARTICLE X - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal regulations of the Company, containing provisions for the regulation and management of the affairs of the Company.

#### ARTICLE XI - AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required under Section 608.407(2) of the Florida Statutes.

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ARTICLE XII - VOTING

The Members shall have the right to vote on corporate matters as provided in the Regulations of the Company. When acting on matters subject to the vote of the Members, notwithstanding that the Company is not then insolvent, all of the Members shall take into account the interest of the Company's creditors, as well as those of the Members.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Orlando, Florida, this 1st day of February, 1999.

FAMOUS HOST ASSOCIATES, a Florida General Partnership

By: [Signature]

Rashid A. Khatib, President of INTRAM INVESTMENTS, INC., General Partner of FAMOUS HOST ASSOCIATES

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Having been named as registered agent for the above-mentioned limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

[Signature]  
Rashid A. Khatib

Date: Feb 1st, 1999

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STATE OF FLORIDA  
COUNTY OF ORANGEAFFIDAVIT

BEFORE ME, the undersigned, personally appeared RASHID A. KHATIB, President of INTRAM INVESTMENTS, INC., a general partner of FAMOUS HOST ASSOCIATES GENERAL PARTNERSHIP, the sole member of FAMOUS HOST ASSOCIATES, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," of Orange County, Florida, who upon being duly sworn, certified as follows:

1. That the Company has at least one (1) member.
2. That no cash has been contributed to the Company by its sole member, and that property (known as "Holiday Trail Plaza" located in Osceola County, Florida) having a value of Six Million Seven Hundred Thousand Dollars (\$6,700,000.00) has been contributed to the Company.
3. That no additional cash or property is anticipated to be contributed to the Company by its sole member.

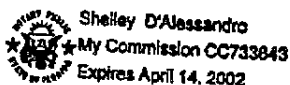
## FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

INTRAM INVESTMENTS, INC., General Partner  
of FAMOUS HOST ASSOCIATES GENERAL  
PARTNERSHIP, sole member of FAMOUS HOST  
ASSOCIATES, L.L.C.

Date: February 1, 1999By: R. A. Khatib  
RASHID A. KHATIB, PresidentSTATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by RASHID A. KHATIB, President of INTRAM INVESTMENTS, INC., a General Partner of FAMOUS HOST ASSOCIATES GENERAL PARTNERSHIP, the sole member of FAMOUS HOST ASSOCIATES, L.L.C. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:



Shelley D'Alessandro  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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