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LIMITED LIABILITY AMENDMENT

FAMOUS HOST ASSOCIATES, L.L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FAMOUS HOST ASSOCIATES, L.L.C.**

THE UNDERSIGNED, being a Member (or a duly authorized representative of a Member), hereby adopts the Amended and Restated Articles of Organization for the limited liability company whose present (and continuing) name is FAMOUS HOST ASSOCIATES, L.L.C., and whose original Articles of Organization were filed on February 1, 1999. The Amended and Restated Articles of Organization of Famous Host Associates, L.L.C. set forth below were duly executed and adopted and are being filed in accordance with Florida Statute Section 608.411.

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.

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

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.

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

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of

the remaining members is sufficient to continue the life of the Company. If such vote is not obtained, for so long as a 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 a first mortgage lien 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 have 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

A. Purpose. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

1. To acquire that certain parcel of real property, together with all improvements located thereon, in the County of Osceola, State of Florida, commonly known as Holiday Trail Plaza (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in the Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

B. Certain Prohibited Activities. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the

following shall govern: The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Company shall not incur, assume, or guaranty any other indebtedness. The Company shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Company) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Company substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in these Articles of Organization, and (c) shall expressly assume the due and punctual performance of the Company's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by the Company and be continuing. For so long as a mortgage lien exists on the Property, the Company will 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 the Members of the Company. For so long as a mortgage lien exists on the Property, no material amendment to these Articles of Organization may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

C. Indemnification. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

D. Separateness Covenants. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these 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 that of any of its affiliates and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate records and books of account from those of any affiliates.
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 out of its own funds, including salaries of any employees, not 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.
9. It shall use stationery, 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 purposes 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 partner 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 voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing. "Person" means any individual, corporation, partnership, 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.

ARTICLE XII - VOTING

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: 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
Amended and Restated Articles of Organization at Orlando, Florida, this 28 day of May, 1999.

FAMOUS HOST ASSOCIATES, a Florida General
Partnership

By: [Signature]
Rashid A. Khatib, President of INTRAM
INVESTMENTS, INC., General Partner of
FAMOUS HOST ASSOCIATES

Having been named as registered agent for the above-mentioned Company, at the place
designated in the foregoing Amended and Restated 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: May 28, 1999

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.

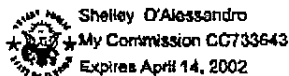
INTRAM INVESTMENTS, INC., General Partner of
FAMOUS HOST ASSOCIATES GENERAL
PARTNERSHIP, sole member of FAMOUS HOST
ASSOCIATES, L.L.C.

Date: May 28, 1999

By: Rashid A. Khatib
RASHID A. KHATIB, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of May, 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: _____