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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: JAX-BAY HOTEL, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

JAMES R. GERISH  
(Name of Person)

EMERALD HOSPITALITY ASSOCIATES, INC.  
(Firm/Company)

16600 SPRAGUE RD SUITE 455  
(Address)

MIDDLEBURG HTS OH 44130  
(City/State and Zip Code)

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For further information concerning this matter, please call:

JAMES GERISH at ( 440 ) 229-9848  
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

STREET ADDRESS:  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SAX-BAY HOTEL, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. OHIO 3. 20-225  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 8/4/2005 5. N/A  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 16600 SPRAGUE RD SUITE 455  
MIDDLEBURG HTS OH 44130  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

JAMES R. GERISH 16600 Sprague Rd Suite 455 Middleburg Hts, OH 44130

Robert Chennett 1301 East 9th St, Tower at Erie View, #3300, Cleveland OH 44114

Roger Ritley 23875 Commerce Park Rd Beachwood, OH 44122

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Hampton Inn Jacksonville - 9A + Baymeadows (Hotel).

James R. Gerish  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JAMES R. GERISH  
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

JAX-BAY HOTEL, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

2. The name and the Florida street address of the registered agent and office are:

KIMBERLY MADIGAN  
(Name)

8127 POINT MEADOWS DRIVE  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

JACKSONVILLE FL 32256  
City/State/Zip

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*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 as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show JAX-BAY HOTEL LLC, an Ohio Limited Liability Company, Registration Number 1542986, was organized within the State of Ohio on May 17, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 6th day of July, A.D. 2007*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2007187J8A266