

M98000000873

PREMIER HOTEL CORPORATION

July 16, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 11:28

Re: Registration of St. Johns Bluff, LLC - a Georgia LLC

Dear Sir or Madam,

Find enclosed the executed application for Foreign LLC Registration, Certificate of Designation of Registered Agent, Affidavit of Membership and Contributions and a check in the amount of \$346.25 to pay for the following fees:

\$ 250.00	Filing Fee for Application and Affidavit
\$ 35.00	Designation of Registered Agent
\$ 52.50	Certified Copy
\$ 8.75	Certificate of Status

800002593648--7
-07/21/98--01012--006
****346.25 ****346.25

Please forward the completed documents to:

William D. Bowen
St. Johns Bluff, LLC
P.O. Box 1905
Tifton, GA 31793

Sincerely,
ST. JOHNS BLUFF, LLC

William D. Bowen

William D. Bowen
Manager

encl

M98-873

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1998

WILLIAM D. BOWEN
PREMIER HOTEL CORPORATION
P.O. BOX 1905
TIFTON, GA 31793

SUBJECT: ST. JOHNS BLUFF, LLC
Ref. Number: W98000016548

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DIVISION OF CORPORATIONS
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We have received your document for ST. JOHNS BLUFF, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 498A00038606

Memorandum

PREMIER HOTEL CORPORATION
114 W. 12th St. - Suite D • P.O. Drawer 1905 • Tifton, GA 31793
Tel (912) 382-0040 • FAX (912) 382-8272

Date: August 10, 1998
From: William D. Bowen
To: Ms. Tammie Cline
Document Specialist
Re: Letter Number 498A00038606

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Ms. Cline,

In response to your letter dated July 22, 1998 I offer the following:

- (1) We have amended the name of St. Johns Bluff, L.L.C. to St. Johns Bluff Lodging, L.L.C., a name our Florida attorney has researched as being available. I have enclosed the Certificate of Name Change Amendment from the Georgia Secretary of State as well as a Certificate of Existence.
- (2) The L.L.C. has not transacted business in the State of Florida, but it does own land for future development.
- (3) I have attached a description (survey) of the undeveloped land owned, to be attached as Exhibit "A" to the Affidavit of Membership and Contributions of Foreign Limited Liability Company which we previously submitted. We do not anticipate any additional contribution by member(s) because future development will be debt financed.

Thank you for your assistance and we would appreciate you expediting our application.

William D. Bowen

cc: Tom Thomas, Sr.
Edward C. Akel

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

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

1. ST. JOHNS BLUFF^{Lodging} LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. GEORGIA 3. 58-2374196
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 02/13/98 5. 12/31/2028
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 114 W. 12TH ST., SUITE D.
TIFTON, GA 31794
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>WILLIAM D. BOWEN</u>	<u>MGRM</u>	_____	_____
<u>45 EAGLE DR.</u>		_____	
<u>TIFTON, GA 31794</u>		_____	
<u>GEORGE J. LAHOOD, JR</u>	<u>MGRM</u>	_____	_____
<u>RT 1, BOX 425</u>		_____	
<u>VALDOSTA, GA 31602</u>		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
ST. JOHNS BLUFF, ^{Co. 91M} LLC certifies:

- 1) the above named limited liability company has at least two members;

- 2) the total amount of cash contributed by the member(s) is \$ 50,000 ;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$343,916 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$393,916 .
(This total includes amounts from 2 and 3 above.)

William D. Bowen
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

WILLIAM D. BOWEN
Typed or printed name of signee

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DIVISION OF CORPORATIONS
98 AUG 12 AM 11:28

Filing Fee: \$250.00 for Application and Affidavit

**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:

ST. JOHN'S BLUFF^{Lodging}, LLC

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

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

(Name)

ONE INDEPENDENT DRIVE, SUITE 2301

Florida street address (P.O. Box **NOT** ACCEPTABLE)

JACKSONVILLE FL 32202

City/State/Zip

98 AUG 12 AM 11:28

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

By John Holbrook
(Signature) President

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982220796
CONTROL NUMBER : 9806018
DATE INC/AUTH/FILED: 02/13/1998
JURISDICTION : GEORGIA
PRINT DATE : 08/10/1998
FORM NUMBER : 211

ST. JOHNS BLUFF LODGING, L.L.C.

114 W.12TH STREET P.O.BOX 1905
TIFTON, GA 31793

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ST. JOHNS BLUFF LODGING, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982220780
CONTROL NUMBER: 9806018
EFFECTIVE DATE: 08/10/1998
REFERENCE : 0007
PRINT DATE : 08/10/1998
FORM NUMBER : 661

WILLIAM D. BOWEN
45 EAGLE DRIVE
TIFTON, GA 31794

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ST. JOHNS BLUFF, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the office of the Secretary of State changing its name to

ST. JOHNS BLUFF LODGING, L.L.C.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

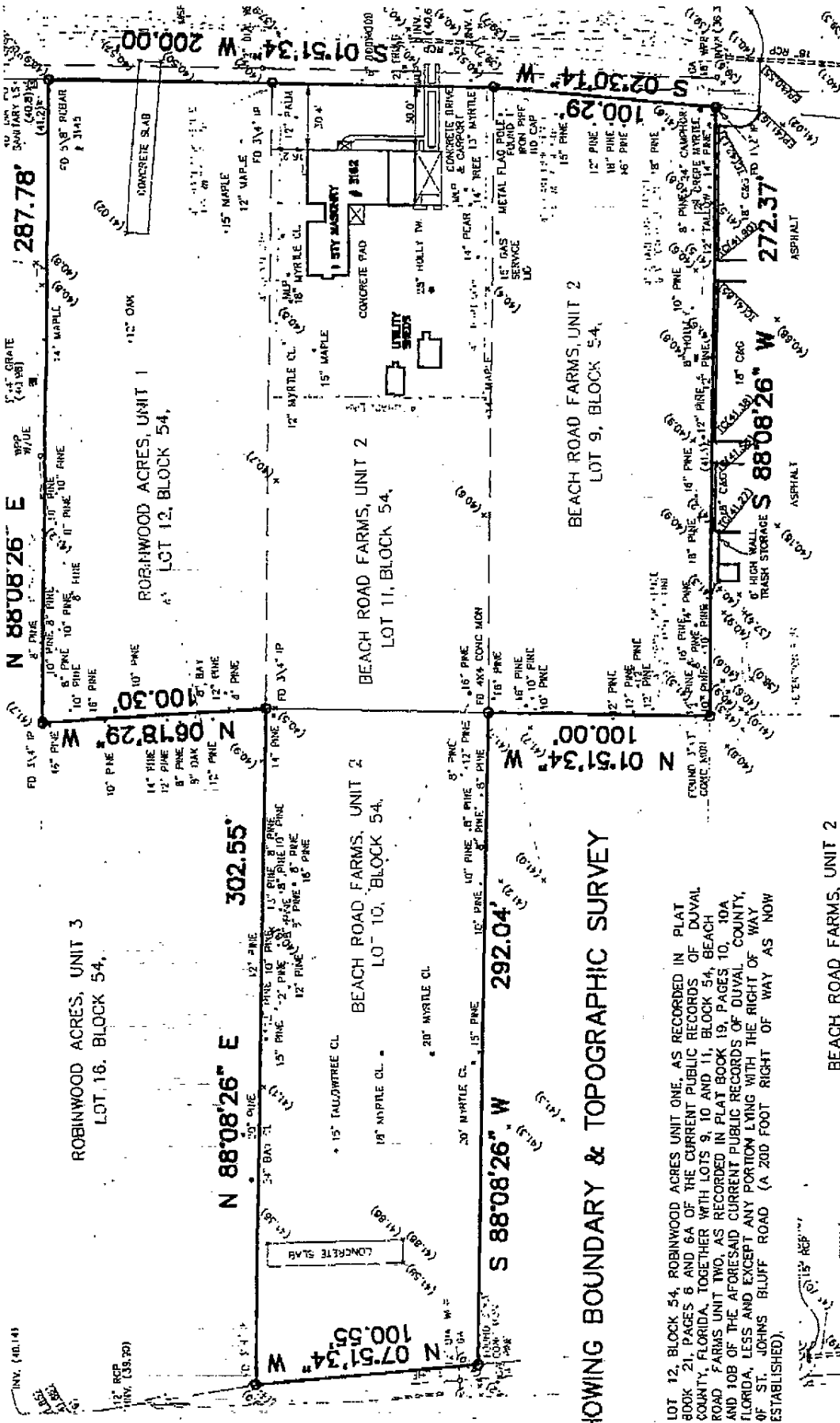
WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

EXHIBIT "A"



MAP SHOWING BOUNDARY & TOPOGRAPHIC SURVEY

LOT 12, BLOCK 54, ROBINWOOD ACRES UNIT ONE, AS RECORDED IN PLAT BOOK 21, PAGES 6 AND 6A OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, TOGETHER WITH LOTS 9, 10 AND 11, BLOCK 54, BEACH ROAD FARMS UNIT TWO, AS RECORDED IN PLAT BOOK 19, PAGES 10, 10A AND 10B OF THE AFORESAID CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, LESS AND EXCEPT ANY PORTION LYING WITH THE RIGHT OF WAY OF ST. JOHNS BLUFF ROAD (A 200 FOOT RIGHT OF WAY AS NOW ESTABLISHED).

BEACH ROAD FARMS, UNIT 2

10/15/98 REP