

M98000001573

00781-00584-00011

Desc. Prop.

W98-27538



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 056263 4380006

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : December 8, 1998

ORDER TIME : 9:42 AM

ORDER NO. : 056263-005

CUSTOMER NO: 4380006

900002707189--4

CUSTOMER: Ms. Melissa Durbin -#72.862
Host Marriott Corporation
10400 Fernwood Rd.

Bethesda, MD 20817

FOREIGN FILINGS

NAME: HMC AMELIA I LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -9 AM 11:15

RECEIVED
98 DEC -9 AM 10:45
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 9, 1998

CSC

SUBJECT: HMC AMELIA I LLC
Ref. Number: W98000027538

We have received your document for HMC AMELIA I LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide a description of the property listed on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 598A00058158

RESUBMIT

Please give original
submission date as file date.

RECEIVED

98 DEC 23 AM 9:56

DIVISION OF CORPORATIONS

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HMC Amelia I 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. Delaware 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 19, 1998 5. Perpetual
(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. 10400 Fernwood Road Bethesda, Maryland 20817
(Street address of principal office)
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>Robert E. Parsons, Jr.</u>	<u>Manager</u>	<u>Christopher G. Townsend</u>	<u>Manager</u>
<u>10400 Fernwood Road</u>		<u>10400 Fernwood Road</u>	
Bethesda, Maryland 20817		Bethesda, Maryland 20817	

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -9 AM 11:15

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.)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMC AMELIA I LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

2968536 8300

981470414



9446951
Edward J. Freel
12-08-98
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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:

HMC Amelia I LLC

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

The Prentice-Hall Corporation System, Inc

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

City/State/Zip

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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Gloria M. Barry

(Signature)

(Gloria M. Barry, Asst. Secy.)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____

BMC Amelia I LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 96,030,000

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 70,290,000

*(A description of the property is attached and made a part hereto.)

and *To own interest in the Ritz Carlton Amelia Island Hotel.

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 166,320,000

(This total includes amounts from 2 and 3 above.)



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.)

Christopher G. Townsend

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit