

# 1199000000044

## GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (904) 222-7717

FAX (904) 222-3494

January 8, 1999

R. LEE BENNETT  
TRACY A. BORGERT  
JOHN A. KIRST, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE  
MICHAEL E. WRIGHT  
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DONALD H. GIBSON  
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CHRISTOPHER J. COLEMAN  
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CATHERINE M. PECO

OF COUNSEL

MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWSKI  
THEODORE L. SHINKLE  
LILA INGATE, McHEE

20

FILED  
STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Division of Corporations  
George Firestone Building  
Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

300002734949--8

-01/08/99--01087--007

\*\*\*\*398.75 \*\*\*\*398.75

Re: SOUTHEAST HOTEL PARTNERS II, LLC - FILE THIS FIRST

To Whom It May Concern:

Enclosed for filing, please find the following documents regarding the above-referenced foreign limited liability company:

1. APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA; AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY; CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE; FILING RECEIPT FROM THE TENNESSEE SECRETARY OF STATE; and
2. Our check in the amount of \$398.75 for the applicable filing fees and fees to obtain TWO (2) CERTIFIED COPIES of the documents referred to in Paragraph 1 as well as a CERTIFICATE OF STATUS for the above-referenced entity.

Name	R. F. H.
Availability	
Author	
Updater	
Verifier	
Reviewer	

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHR/GHRCORP.54

RECEIVED  
99 JAN -8 PM 1:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 8, 1999

KELLY B. PLANTE  
GRAY, HARRIS & ROBINSON  
225 SOUTH ADAMS STREET  
TALLAHASSEE, FL 32302

SUBJECT: SOUTHEAST HOTEL PARTNERS II, LLC  
Ref. Number: W99000000579

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 1:20

We have received your document for SOUTHEAST HOTEL PARTNERS II, LLC and your check(s) totaling \$398.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

Tammi Cline  
Document Specialist

Letter Number: 299A00001015

# GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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TALLAHASSEE, FL 32302-3189

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OF COUNSEL

MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
THEODORE L. SHINKLE  
LILA INGATE MCHENRY

January 11, 1999

Tammi Cline, Document Specialist  
Division of Corporations  
George Firestone Building  
Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

Re: SOUTHEAST HOTEL PARTNERS II, LLC - **FILE THIS FIRST**

Dear Ms. Cline:

Enclosed for re-filing, please find the **CERTIFICATE OF EXISTENCE** from the State of Tennessee for filing on behalf of **SOUTHEAST HOTEL PARTNERS II, LLC**. The Division has already received the filing fees and fees to obtain two (2) **CERTIFIED COPIES OF THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF ORLANDO UCF HOTEL PARTNERS, LTD.; CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT; AFFIDAVIT OF CAPITAL CONTRIBUTION OF THE LIMITED PARTNER**. See attached letter.

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHR/GHRCORP.56

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 1:20

RECEIVED  
99 JAN 11 PM 12:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# 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. Southeast Hotel Partners II, 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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for  
(FEI number, if applicable)
4. December 22, 1998  
(Date of Organization)
5. Perpetual  
(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. 5178 Wheelis Drive, Suite 5, Memphis, TN 38117

(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:
Stephen M. Balton	Chief Manager		
5178 Wheelis #5			
Memphis, TN 38117			
Tim Jackson	Secretary		
2274 Dogwood Glenn Cove			
Germantown, Tn 38139			

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN - 8 PM 1:20

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 Southeast Hotel  
Partners II, 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 \$ 100.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(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 \$ 100.00;  
(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.)

Stephen M. Balton

Typed or printed name of signee

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 1:20

**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:

Southeast Hotel Partners II, LLC

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

Michael E. Wright

(Name)

201 E. Pine Street, Suite 1200

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

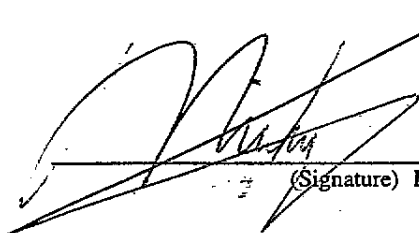
Orlando,

FL

32801

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.*



(Signature) Michael E. Wright

**Filing Fee: \$ 35 for Designation of Registered Agent**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN - 8 PM 1:20

**Secretary of State**  
**Corporations Section**  
**James K. Polk Building, Suite 1800**  
**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 01/08/1999  
REQUEST NUMBER: 99008100  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/17/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: 12/17/2058  
CONTROL NUMBER: 0362591  
JURISDICTION: TENNESSEE

TO:  
THE SEARCH IS ON  
PO BOX 120598  
NASHVILLE, TN 37212

REQUESTED BY:  
THE SEARCH IS ON  
PO BOX 120598  
NASHVILLE, TN 37212

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"SOUTHEAST HOTEL PARTNERS II, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/08/99

FROM:  
TSIO (BOX 120598)  
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED:	FEES \$60.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$60.00
RECEIPT NUMBER: 00002408041		
ACCOUNT NUMBER: 00000499		



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE