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**FILED**  
01 APR 16 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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April 16, 2001

700004010527--5  
-04/17/01--01003--003  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

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

**Via Hand Delivery**

700004010527--5  
-04/16/01--01045--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Incorporation** for the following entity:

**SOUTHEAST HOTEL PARTNERS, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Jill May*

Jill W. May, Paralegal

/jwm  
Enclosures

DIVISION OF CORPORATION

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RECEIVED



**J. BRYAN APR 16 2001**

**ARTICLES OF INCORPORATION  
OF  
SOUTHEAST HOTEL PARTNERS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is SOUTHEAST HOTEL PARTNERS, INC.

**ARTICLE II - ADDRESS**

The mailing address of the corporation is 5178 Wheelis, Suite 5, Memphis, Tennessee 38117.

**ARTICLE III - DURATION**

This corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The sole purposes for which the Corporation is formed and the business to be carried on and promoted by it is to acquire an interest as the sole managing member in Southeast Hotel Partners, LLC, a Tennessee limited liability company (the "Company"), and to act as the sole managing member of the Company. In addition, the Corporation shall have such further powers as are appropriate to promote and attain the purpose of the Corporation as set forth herein. The Corporation shall not own any asset or property other than its interest as the sole managing member in the Company. The Corporation shall not engage in any business other than as described in the preceding sentences.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Wright

## ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Stephen M. Balton	5178 Wheelis, Suite 5 Memphis, TN 38117	Director President
Tim Jackson	5178 Wheelis, Suite 5 Memphis, TN 38117	Director Vice President Secretary

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael E. Wright	301 E. Pine Street, Suite 1400 Orlando, Florida 32801

## ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
Michael E. Wright  
Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of SOUTHEAST HOTEL PARTNERS, INC., I hereby accept and agree to act in this capacity.

Dated: April 13<sup>th</sup>, 2001.

  
\_\_\_\_\_  
Michael E. Wright

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