

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000233099 3)))



H080002330993ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

2008 OCT -9 AM 10:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CG MANAGING MEMBER INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

AJR
10/10/08

CARLTON FIELDS

ATTORNEYS AT LAW

ONE PROGRESS PLAZA
200 CENTRAL AVENUE, SUITE 2300
ST. PETERSBURG, FLORIDA 33701-4352

MAILING ADDRESS
P.O. BOX 2861, ST. PETERSBURG, FL 33731-2861
TEL (727) 821-7000 FAX (727) 822-3768

FAX COVER SHEET

Date:	Phone Number	Fax Number
October 9, 2008		
To: Division of Corporations		(850) 617-6380
From: Lynore Redding	(727) 551-2205	(727) 822-3768

Client/Matter No.: 47377 / 12360

Employee No.: 928

Total Number of Pages Being Transmitted, Including Cover Sheet: 7

Message:

CG Managing Member Inc. (((H08000233099 3)))

Please see attached Electronic Filing Cover Sheet and Amendment to Articles of Incorporation.

☐ Original to follow Via Regular Mail ☒ Original will Not be Sent ☐ Original will follow via Overnight Courier

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(727) 821-7000.

TELECOPIER OPERATOR: _____

CARLTON, FIELDS, P.A.

TAMPA ORLANDO TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI
8521372.1

FILED

2008 OCT -9 AM 10:32

ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CG MANAGING MEMBER INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document #: P03000066461

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, **CG MANAGING MEMBER INC.**, a corporation organized and existing under the laws of the State of Florida, (the "Corporation") hereby adopts these Articles of Amendment (this "Amendment") to the Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE I

Name

The name of the Corporation is **CG MANAGING MEMBER INC.**

ARTICLE II

Date of Filing

The date of filing of the Amended and Restated Articles of Incorporation of the Corporation (the "Articles") was July 21, 2003.

ARTICLE III

Amendment

The Articles of the Corporation are hereby amended as follows:

1. A new paragraph is hereby added to the end of Article 4, Section d, as follows:

Notwithstanding anything contrary contained in this Article 4, Section d, any prohibitions against this corporation (i) incurring, assuming, or guaranteeing or causing the Company to incur, assume, or guarantee any additional indebtedness, or (ii) pledging or causing the Company to pledge their respective assets, or (iii) having its Affiliates guarantee any of its obligations, or (iv) otherwise participating in or causing the Company or any of its other Affiliates to otherwise participate in any loan facilities shall not be applicable to that certain loan transaction by and among **MARRIOTT INTERNATIONAL CAPITAL CORPORATION**, a corporation organized and existing under the laws of the State of Delaware, ("MICC"), **CGN TWO, LLC**, a limited liability company organized and existing under the laws of the State of Delaware, and this corporation (the "MICC Loan").

2. Article 5, Section b.i., is hereby deleted in its entirety and replaced with the following:

i. The shareholder hereby elects to treat all of its interests in this corporation (the "Equity Interests") (consisting of all rights of the shareholder to distributions and to allocations of profits and losses and all other rights and powers of the shareholder thereunder) as a "security" within the meaning of, and governed by, Article 8 of the Uniform Commercial Code (including Section 8-102(a)(15) thereof) as in effect from time to time in Florida that now or hereafter substantially includes the 1994 revisions to Article 8 of the Uniform Commercial Code in the State of Florida as adopted by the American Law Institute and the National Conference of Commissioners on Uniform State Laws and approved by the American Bar Association on February 14, 1995. So long as any obligations under the MICC Loan remain outstanding, this corporation shall not opt out of Article 8 of the Uniform Commercial Code. The Equity Interests shall for all purposes be personal property. In connection with the MICC Loan, this corporation shall issue a non-negotiable stock certificate in the name of the shareholder, substantially in form and substance previously approved by MICC (the "Certificate"). The Certificate shall include a provision stating that the Certificate has been pledged as security for obligations in favor of MICC under the MICC Loan documents and shall be delivered to MICC to perfect MICC's security interests in such Certificate. Such Certificate shall evidence all of the Equity Interests of the shareholder in this corporation. This corporation shall maintain books for the purpose of registering the ownership and transfer of Equity Interests.

3. Article 5, Section c, is hereby deleted in its entirety and replaced with the following:

c. Free Transferability.

Except as limited by a certain Amended and Restated Mortgage, Assignment of Leases and Rents and Security Agreement by and between the Company and CIBC Inc. ("Mortgage Loan Agreement"), to the fullest extent permitted by the Chapter 607, Florida Statutes, any shareholder may, at any time or from time to time, without the consent of any other Person, Transfer, pledge, or encumber any or all of its Shares. Subject to the restrictions of the Mortgage Loan Agreement, the Transferee of any Shares shall be admitted to this corporation as a shareholder of this corporation on the effective date of such Transfer upon (i) such Transferee's written acceptance of the terms and provisions of these Articles of Incorporation and its written assumption of the obligations hereunder of the Transferor of such Shares, which shall be evidenced by such Transferee's execution and delivery to this corporation of an Application for Transfer of Shares on the reverse side of the Certificate representing the Shares being Transferred, and (ii) the recording of such Transferee's name as a shareholder on the books and records of this corporation. Any Transfer of any Shares pursuant to this Section 5.c shall be effective as of the later of (i) the close of business on the day on which such Transfer occurs, or (ii) the effective date and time of such Transfer that is designated in the Application for Transfer of Shares delivered by the Transferee to this corporation.

ARTICLE IV
Date of Adoption

This Amendment was adopted on September 24, 2008.

ARTICLE V
Manner of Adoption

This Amendment was duly approved by the shareholder of the Corporation and the number of votes cast for this Amendment by the shareholder was sufficient for approval.

[Signatures follow on separate pages.]

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Amended and Restated Articles of Incorporation on September 29, 2008.

CG MANAGING MEMBER INC.

By:



FRED B. BULLARD, JR.,
its President and Chief Executive officer

Attest:



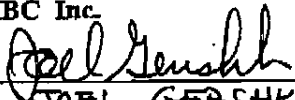
GREGORY D. MORRIS,
its Treasurer

(CORPORATE SEAL)

Consent of First Mortgage Holder to Amendment:

The undersigned hereby consents to the foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation of CG Managing Member Inc.

CIBC Inc.

By: 
Its JOEL GERSHON
AUTHORIZED SIGNATORY