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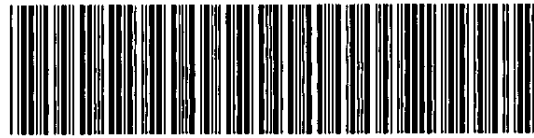
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Amend

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2009 SEP -3 AM 10:40

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ASR
9/3/09



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 115949 137709A

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : September 3, 2009

ORDER TIME : 9:07 AM

ORDER NO. : 115949-010

CUSTOMER NO: 137709A

DOMESTIC AMENDMENT FILING

NAME: MOONCREST HOTELS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
FOR
MOONCREST HOTELS II, INC.**

FILED
2009 SEP -3 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOONCREST HOTELS II, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on December 22, 2005, at which time the name of the Corporation was "MOONCREST HOTELS II, INC."

2. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article IV of the Articles of Incorporation, as of the date hereof, and substituting in its place the new Article IV set forth below.

3. As amended below, Article IV of the Articles of Incorporation effects the following changes in the current capital structure of the Corporation: the existing class of voting common stock of the Corporation is denominated Class A Voting Common Stock, the number of shares of that class authorized to be issued is maintained at 1,000 shares, par value \$1.00 per share, and a new class of non-voting common stock is created, Class B Non-Voting Common Stock, and the number of shares of that class authorized to be issued is 100,000 shares, par value \$1.00 per share. Following the recapitalization the authorized common stock shall be as follows: 1,000 shares of Class A Voting Common Stock, par value \$1.00 per share; and 100,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share. Upon the effectiveness of these Amended Articles of Incorporation, each issued and outstanding share of the Corporation's common stock, without the

taking of any action by the holder thereof, shall automatically be converted into one (1) share of the Class A Voting Common Stock, par value \$1.00 per share, and one hundred (100) shares of the Class B Non-Voting Common Stock, par value \$1.00 per share.

4. This amendment to the Articles of Incorporation was approved by unanimous vote of the Board of Directors of the Corporation at a meeting called therefor on September 2, 2009, and by the unanimous vote of the stockholders of the Corporation at a meeting called therefor on September 2, 2009.

5. The Amended Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Article IV of the Articles of Incorporation of the Corporation shall be as follows:

* * *

ARTICLE IV

CAPITAL STOCK

1. Authorized Capital

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000 shares of Class A Voting Common Stock, par value \$1.00 per share; and

100,000 shares of Class B Non-Voting Common Stock, par value \$1.00 per share.

(b) All or any part of the consideration for issuance of the capital stock of this Corporation may be in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose, which in any event shall not be less than

the par value of the shares issued therefor. All stock, when issued, shall be paid for fully and shall be nonassessable.

2. Voting

The entire voting power of this Corporation shall be vested in the Class A Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation; and, except as otherwise provided by law, holders of the Class B Non-Voting Common Stock shall not be entitled to any voting rights. There shall be no cumulative voting in the election of Directors.

3. Dividend, Preferences in the Event of Liquidation, Etc.

(a) If, as and when any dividends are declared by the Board of Directors, the aggregate amount of any such dividends shall be divided and paid prorata among the holders of the common stock, with no difference in dividend rates between the Class A Voting Common Stock and the Class B Non-Voting Common Stock.

(b) In the event of liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the remaining cash or assets shall be distributed prorata among the holders of the outstanding Class A Voting Common Stock and the Class B Non-Voting Common Stock and there shall be no differences in the liquidation, dissolution or winding up rights between the holders of the Class A Voting Common Stock and the Class B Non-Voting Common Stock.

(c) A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up for purposes of this Section 3.

* * *

IN WITNESS WHEREOF, MOONCREST HOTELS II, INC., has caused these Articles of
Amendment of the Articles of Incorporation to be executed by its Vice President.



Nicholas J. Exarhos, Vice President