

Division of Corporations

Page 1 of 1

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FLORIDA PROFTT/NON PROFIT CORPORATION

HTTS Hospitality, Inc.

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Electronic Filing Menu

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Help

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CERTIFICATE OF INCORPORATION
OF
HTS HOSPITALITY, INC.

ARTICLE I: The name of the Corporation is HTS Hospitality, Inc. (the "Corporation").

ARTICLE II: The principal place of business of the Corporation is 319 Main Street, Saugerties, NY 12477.

ARTICLE III: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act as it now exists or may hereafter be amended and supplemented.

ARTICLE IV: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 100 shares of Common Stock with a par value of \$0.01 per share (the "Common Stock").

ARTICLE V: The name of the Corporation's initial registered agent is CT Corporation System, and street address of the Corporation's initial registered office is:

1200 South Pine Island Road
Plantation, FL 33324

ARTICLE VI: The name and mailing address of the incorporator is:

Nathan Ajiashvili
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022

ARTICLE VII: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII: Subject to the rights of the holders of Preferred Stock, if any, the following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws. Election of directors need not be by ballot unless the By-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the By-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such contract or act, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of this Certificate of Incorporation, and to any By-laws from time to time made by the stockholders; provided, however, that no By-laws so made shall invalidate any prior act of the director which would have been valid if such By-law has not been made.

ARTICLE IX: The Corporation shall indemnify each of its directors and officers to the fullest extent permitted by applicable law. The Corporation shall have the power, to the extent and in the manner permitted by the Florida Business Corporation Act, to indemnify each other person whom it may indemnify pursuant thereto.

ARTICLE X: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law or this Certificate of Incorporation, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Tenth.

ARTICLE XI: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the Florida Business Corporation Act or other statutes or laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 4th day of January, 2006.


Nathan Ajiasvili

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 1/4/06

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary

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