

APR-18-2012 WED 09:41 AM Beggs And Lane

FAX NO. 8504693331

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**Florida Department of State**  
**Division of Corporations**  
**Electronic Filing Cover Sheet**

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To:

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

From:

Account Name : BEGGS & LANE  
Account Number : I20020000155  
Phone : (850) 432-2451  
Fax Number : (850) 469-3331

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address:

jsc@beggsandlane.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**MIDDLING HOSPITALITY, INC.**

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Middling Hospitality, Inc.

DOCUMENT NUMBER: P12000035229

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James S. Campbell

Name of Contact Person

Beggs & Lane, RLLP

Firm/ Company

501 Commendancia Street

Address

Pensacola, FL 32502

City/ State and Zip Code

jsc@beggslane.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James S. Campbell

Name of Contact Person

at ( 850 ) 469-3314

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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Articles of Amendment  
to  
Articles of Incorporation  
of

Middling Hospitality, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P12000035229

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:  
(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change      PT      John Doe  
☒ Remove      V      Mike Jones  
☒ Add      SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

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**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Section 5.3 of Article V shall be amended to read as follows:

"5.3 Nothing contained in these Articles of Incorporation shall be deemed to preclude payments and/or distributions to Shareholder, pursuant to (i) these Articles of Incorporation, or (ii) that certain Limited Liability Company Agreement of Purg Hospitality, LLC, unless and until an Event of Default (as defined in the Loan Documents and/or the Mezzanine Loan Documents) shall have occurred and be continuing."

Article VI - Shares shall be amended to read as follows:

"ARTICLE VI - SHARES - 6.0 The authorized number of shares of the Corporation shall be one hundred (100), all of which shall be common shares, each without par value. All shares of stock in the Corporation are owned by Purg Hospitality, LLC, a Florida limited liability company."

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
(if not applicable, indicate N/A)

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The date of each amendment(s) adoption: 04/17/2012

Effective date (if applicable):

*(no more than 90 days after amendment file date)*

Adoption of Amendment(s)

**(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
*(voting group)*

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

*(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Julian MacQueen

*(Typed or printed name of person signing)*

President

*(Title of person signing)*

\_\_\_\_\_

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