

Division of Corporations

Page 1 of 2

**P14000054113**

Florida Department of State  
Division of Corporations  
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.

(((H14000148266 3)))



H140001482663ABC%

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) 617-6381

From:

Account Name : GREENE HAMRICK QUINLAN SCHERMER & ESPOSITO  
Account Number : I19990000030  
Phone : (941) 747-1871  
Fax Number : (941) 745-2866

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

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION****Florescia Park MM, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUN 20 AM 9:21

14 JUN 20 PM 1:54  
TALLAHASSEE, FLORIDA

RECEIVED  
JUN 20 2014

HL4000148266 3

**ARTICLES OF INCORPORATION  
OF  
FLORENCIA PARK MM, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: Florencia Park MM, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2201 4<sup>th</sup> Street North, Suite 200  
St. Petersburg, Florida 33704

**ARTICLE III. PURPOSE**

The purpose for which the corporation is organized is:

Any and all lawful business subject to the provisions of Article IV below.

**ARTICLE IV – SPECIAL PURPOSE ENTITY COVENANTS**

The Corporation:

(a) has only one asset consisting of its membership interest in Florencia Park, LLC (the "LLC").

(b) hereby acknowledges that German American Capital Corporation, a Maryland corporation ("Lender"), is a third-party beneficiary of the "special purpose" provisions of this document.

(c) shall cause the LLC to be a Special Purpose Bankruptcy Remote Entity;

(d) shall at all times comply with each of the representations, warranties and covenants contained in this Agreement and Article XVI of the Limited Liability Company Agreement of the LLC (other than clauses (a), (b), (d) and (u)) as if such representations, warranties or covenants were made directly by the Corporation;

(e) shall not engage in any business or activity other than owning an interest in the

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUN 20 AM 9:21

HL4000148266 3

H14000148266 3

LLC;

(f) shall not acquire or own any assets other than its membership interest in the LLC;  
and

(g) shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation) other than unsecured trade payables incurred in the ordinary course of business related to the ownership of an interest in the LLC that (i) do not exceed at any one time \$10,000.00, and (ii) are paid within thirty (30) days after the date incurred.

#### **ARTICLE V. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a face or par value of \$.10 per share.

#### **ARTICLE IV. NO PREEMPTIVE RIGHTS**

No holder of shares of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the

H14000148266 3

HL4000148266 3

Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

#### **ARTICLE VI. AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be governed by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

#### **ARTICLE VI. INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

#### **ARTICLE IX. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Robert F. Greene  
601 12<sup>th</sup> Street West  
Bradenton, Florida 34205

HL4000148266 3

HL4000148266 3

**ARTICLE X. INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is:

Robert F. Greene  
601 12<sup>th</sup> Street West  
Bradenton, Florida 34205

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Robert F. Greene, Registered Agent Date: June 19, 2014



Robert F. Greene, Incorporator Date: June 19, 2014

F:\MCHAMPTON INN ST PETERS2014 FINANCING\ENTITY DOCS\FLORENCIA PARK MM, INC\ARTICLES OF INCORPORATION.DOC

HL4000148266 3