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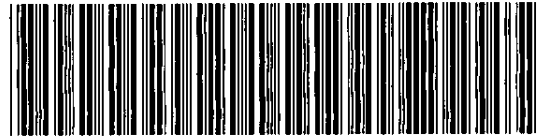
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*mim*



## Stephen L. Skipper, P.L.

*Attorney and Counselor at Law*

7491 Conroy Windermere Road, Suite G

Orlando, FL 32835

Phone (407) 521-0770

Fax (407) 521-0880

Website: SkipperLaw.co

E-mail Address: Steve@SkipperLaw.co

Stephen L. Skipper, Attorney

April 15, 2016

Department of State  
Division of Corporations  
Initial Filing - For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6052

Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee .....	\$35.00
Registered Agent Filing Fee .....	\$35.00
Certificate of Status .....	<u>\$8.75</u>
Total .....	\$78.75

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

Stephen L. Skipper, Esq.

Enclosures

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# ARTICLES OF INCORPORATION

OF

Sidhu Management, Inc.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the state of Florida.

## ARTICLE I - Name

The name of the corporation is Sidhu Management, Inc.

## ARTICLE II - Principal Office

The street address of the initial principal office of the corporation is 8 Moonlight Place, Brampton, Ontario, Canada L6P 0G8, and the mailing address of the corporation is 8 Moonlight Place, Brampton, Ontario, Canada L6P 0G8.

## ARTICLE III - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

## ARTICLE IV - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7491 Conroy Windermere Road, Suite G, Orlando, FL 32835, and the name of the initial registered agent of this corporation is Stephen L. Skipper.

## ARTICLE VI - Incorporator

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Manjit K. Sidhu	8 Moonlight Place, Brampton, Ontario, Canada L6P 0G8

## ARTICLE VII - Initial Directors

The corporation shall initially have One (1) director. The method of electing (eg., cumulative, non-cumulative), removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified are:

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<u>Name</u>	<u>Address</u>
Manjit K. Sidhu	8 Moonlight Place, Brampton, Ontario, Canada L6P 0G8

#### *ARTICLE VIII - Initial Officers*

Following are the initial officers of the corporation, and the method of appointing, removing and replacing officers shall be prescribed by the By-Laws of the corporation:

<u>Name</u>	<u>Title</u>
Manjit K. Sidhu	President
Manjit K. Sidhu	Secretary
Manjit K. Sidhu	Treasurer

#### *ARTICLE IX - Powers and Purposes*

A) The purpose for which this Corporation is organized is limited solely to being the general partner of HMSGD Hospitality Group, LLLP, a Florida limited liability limited partnership (the "Partnership") acting as, and exercising all of the authority of, the general partner of the Partnership, and transacting of any and all lawful business for which a corporation may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.

B) The Corporation is prohibited from incurring indebtedness, except as it is liable for the Partnership's indebtedness in its capacity as general partner of the Partnership.

C) The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets and from causing the Partnership to do any of the foregoing, both for as long as the following loan is outstanding ("Loan"):

Mortgage, Assignment of Leases and Rents and Security Agreement executed by Port Charlotte Hotel, LLC, Mortgagor, in favor of Bank of America, N.A., Mortgagee, in the original principal amount of \$3,770,000.00, dated May 8, 2014 and recorded May 9, 2014 in Official Records Book 3865, Page 755; now held by U.S. Bank National Association, as Trustee for Morgan Stanley Bank of America Merrill Lynch Trust 2014-C16, Commercial Mortgage Pass-Through Certificates, Series 2014-C16 recorded July 11, 2014 in Official Records Book 3884, Page 413.. Lender may condition its approval upon satisfaction of any requirements set forth in the Loan Documents and/or Lender's then current servicing standards

D) To the extent required by the documents evidencing and/or securing the Loan ("Loan Documents"), no transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender. Lender may condition its consent upon satisfaction of any requirements in the Loan Documents and/or Lender's then current servicing standards.

E) The Corporation is required to continue serving in the capacity of the special purpose general partner of the Partnership so long as the Loan is outstanding.

F) The Corporation is required on its own behalf, and covenants to cause the Partnership, to:

- 1) Maintain books and records separate from any other person or entity;
- 2) Maintain its bank accounts separate from any other person or entity;
- 3) Not commingle its assets with those of any other person or entity and hold all of its assets in its own name;

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- 4) Conduct its own business in its own name;
- 5) Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- 6) Pay its own liabilities and expenses only out of its own funds;
- 7) Observe all corporate and other organizational formalities;
- 8) Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- 9) Pay the salaries of its own employees from its own funds;
- 10) Maintain a sufficient number of employees in light of its contemplated business operations;
- 11) Not guarantee, become obligated for or pledge its assets for the debts or benefit of any other person or entity (except to the extent it is liable for the Partnership's obligations due to its capacity as a general partner);
- 12) Not hold out its credit as being available to satisfy the obligations of any other person or entity;
- 13) Not acquire the obligations or securities of its affiliates or owners, including shareholders;
- 14) Not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
- 15) Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- 16) Use separate stationery, invoices, and checks bearing its own name;
- 17) Hold itself out as a separate identity;
- 18) Correct any known misunderstandings regarding its separate identity;
- 19) Not identify itself as a division of any other person or entity;
- 20) Maintain adequate capital in light of its contemplated business operations;
- 21) Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which Corporation may owe to any of its officers, directors, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the extent Corporation has cash flow or other available liquid assets (exclusive of any reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, Corporation may pay when due (without any acceleration caused by Corporation) the scheduled obligations due to the Interested Parties of Corporation.

22) The unanimous consent of all of the directors is required for the Corporation to cause the Limited Partnership, to:

A) File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

B) Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of either of their properties;

C) Make any assignment for the benefit of the creditors of the Corporation or the Partnership; or

D) Take any action in furtherance of any of 1,2 or 3 above.

*ARTICLE II - Term of Existence*

The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

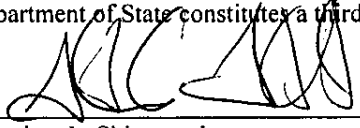
*ARTICLE III - Amendment to Articles*

A) The Corporation is prohibited from amending the provisions specified in Article IX without approval of such amendment by holder of the Note, Mortgage, Assignment of Leases and Rents and Security Agreement ("Lender") executed by Port Charlotte Hotel, LLC, Mortgagor, in favor of Bank of America, N.A., Mortgagee, in the original principal amount of \$3,770,000.00, dated May 8, 2014 and recorded May 9, 2014 in Official Records Book 3865, Page 755; now held by U.S. Bank National Association, as Trustee for Morgan Stanley Bank of America Merrill Lynch Trust 2014-C16, Commercial Mortgage Pass-Through Certificates, Series 2014-C16 recorded July 11, 2014 in Official Records Book 3884, Page 413.. Lender may condition its approval upon satisfaction of any requirements set forth in the Loan Documents and/or Lender's then current servicing standards.

B) Except as otherwise set forth herein, these Articles of incorporation may be amended in such manner as provided in the By-Laws of the corporation.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

4/13/16  
Date

  
Stephen L. Skipper - Incorporator

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*ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT*

I, Stephen L. Skipper, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 7491 Conroy Windermere Road, Suite G, Orlando, FL 32835.

I hereby accept the appointment to serve as the initial registered agent of Sidhu Management, Inc. As registered agent, I agree to accept service of process on behalf of Sidhu Management, Inc.; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 13<sup>th</sup> day of April, 2016.

  
\_\_\_\_\_  
Stephen L. Skipper

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