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**DATE: 12/30/16**

**NAME: HILTON-OTCC HOTEL, LLC**

**TYPE OF FILING: CONVERSION**

**COST: 113.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**CERTIFICATE OF CONVERSION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY  
INTO  
FLORIDA PROFIT CORPORATION**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Hilton-OCCC Hotel, LLC, a Florida limited liability company (the "**Other Business Entity**") into Hilton-OCCC Hotel, Inc., a Florida corporation (the "**Corporation**") in accordance with Section 607.1115, Florida Statutes.

The name of the Other Business Entity converting into the Corporation is **Hilton-OCCC Hotel, LLC**, a Florida limited liability company (Florida Document Number L00000006455). The Other Business Entity was incorporated under the laws of the State of Florida on June 5, 2000.

The name of the Corporation as set forth in the attached Articles of Incorporation is **Hilton-OCCC Hotel, Inc.**, a Florida corporation.

The Other Business Entity is converting into the Corporation in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws governing the Corporation.

The plan of conversion was approved by the Other Business Entity in accordance with Sections 605.1041 – 605.1046, Florida Statutes.

The conversion shall be effective in Florida as of 12:01 a.m. Eastern Standard Time on January 4, 2017.

The Corporation's principal address is 1600 Tysons Blvd., Suite 1000, McLean, Virginia 22102.

The Corporation has agreed to pay any members having appraisal rights the amount to which they are entitled under the Florida Statutes.


[Signatures appear on next page]

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16 DEC 30 PM 12:16  
CLERK OF DISTRICT COURT  
JULIA M. HARRIS

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of December 30, 2016.

HILTON-OCCC HOTEL, LLC


By: Park Intermediate Holdings LLC

By:   
Sean M. Dell'Orto  
Title: Executive VP, CFO + Treasurer

"Other Business Entity"

HILTON-OCCC HOTEL, INC.

By: Park Intermediate Holdings LLC

By:   
Sean M. Dell'Orto  
Title: Executive VP, CFO + Treasurer

"Corporation"

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**PLAN OF CONVERSION  
FOR  
HILTON-OCCC HOTEL, LLC  
INTO  
HILTON-OCCC HOTEL, INC.**

This PLAN OF CONVERSION (this "Plan") was adopted and approved by the sole member of Hilton-OCCC Hotel, LLC, a Florida limited liability company, in accordance with the applicable provisions of the Florida Revised Limited Liability Company Act (the "FRLLCA") and the Florida Business Corporations Act (the "FBCA").

**ARTICLE I  
PARTIES**

The names of the entities involved in the conversion, and jurisdictions of organization, are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hilton-OCCC Hotel, LLC	Florida
Hilton-OCCC Hotel, Inc.	Florida

Hilton-OCCC Hotel, LLC (the "Company") is being converted into Hilton-OCCC Hotel, Inc. (the "Corporation").

**ARTICLE II  
THE CONVERSION; EFFECTIVE TIME**

Upon the terms and subject to the conditions set forth in this Plan, effective as of as of 12:01 a.m. Eastern Standard Time on January 4, 2017 (the "Effective Date"), the Company shall be converted into the Corporation.

**ARTICLE III  
EFFECT OF THE CONVERSION**

On the Effective Date, as a result of the conversion and without any action on the part of the parties:

(a) Membership. As of the Effective Date, as a result of the conversion, the sole member of the Company shall become the sole shareholder of the Corporation and all of the membership interests in the Company shall be converted into an equal number or percentage of shares in the Corporation. All of the membership interests of the Company shall no longer be outstanding and shall automatically be canceled and shall cease to exist.

(b) Effect. As of the Effective Date, the conversion shall have the effect specified by Florida law (including Section 607.1115 of the FBCA and Section 605.1046 of the FRLLC A).

(c) Governing Documents. The full text of the Corporation's Articles of Incorporation, as will be in effect at the time of the conversion, is attached hereto as Appendix A. The Operating Agreement of the Company existing immediately before the conversion is terminated on the Effective Date.

(d) Amendment. This Plan may be amended with the unanimous consent of the members of the Company.

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**APPENDIX A**

**ARTICLES OF INCORPORATION  
OF  
HILTON-OCCC HOTEL, INC.**

See attached.

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16 DEC 30 PM 12:14  
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HILTON-OCCC HOTEL, INC.

**ARTICLES OF INCORPORATION  
OF  
HILTON-OCCC HOTEL, INC.**

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be Hilton-OCCC Hotel, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 1600 Tysons Blvd, Suite 1000, McLean, Virginia 22102.

**ARTICLE III**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

**ARTICLE IV**

**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301 and the initial registered agent of this corporation at such office shall be Corporation Service Company. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE V**

**Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VI**  
**Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of three (3) members, such members to hold office until their successor or successors have been duly elected and qualified. The names and street addresses of the initial directors are:

Thomas J. Baltimore  
1600 Tysons Blvd.  
Suite 1000  
McLean, VA 22102

Sean M. Dell'Orto  
1600 Tysons Blvd.  
Suite 1000  
McLean, VA 22102

Thomas C. Morey  
1600 Tysons Blvd.  
Suite 1000  
McLean, VA 22102

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

Sean M. Dell'Orto  
1600 Tysons Blvd.  
Suite 1000  
McLean, VA 22102

**ARTICLE VIII**  
**Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "Act"), and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the Act. This corporation shall have perpetual existence.

**ARTICLE IX**  
**Bylaws**

The power to adopt the bylaws of this corporation, to alter, amend, or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE X**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XI**  
**Effective Date**

The effective date of filing of these Articles of Incorporation shall be 12:01 a.m. Eastern Standard Time on January 4, 2017.

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16 DEC 30 PM 12:11  
CLERK OF THE CIRCUIT COURT  
JALAHADH N. ORTO



**ARTICLES OF INCORPORATION OF  
HILTON-OCCC HOTEL, INC.**

**PAGE 3**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 30th day of December 2016.

  
\_\_\_\_\_  
Sean M. Dell'Orto


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16 DEC 30 PM 12:14  
STORIE  
HALLAM, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT OF  
HILTON-OCCC HOTEL, INC.

The undersigned having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 30th day of December 2016.

Corporation Service Company

By:   
Name: Chelsey Martine  
Title: Asst Vice President

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