

Division of Corporations

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 351-2122

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

Email Address: Vriverso@bilzin.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ITC Hotels USA, Inc.**

Certificate of Status	1
Certified Copy	1
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JAN 23 2017

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**ARTICLES OF INCORPORATION  
OF  
ITC HOTELS USA, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of this corporation is ITC HOTELS USA, INC.

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is:

2750 NE 185th Street  
Suite 201  
Aventura, Florida 33180.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV – CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$0.01.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2750 NE 185th Street  
Suite 201  
Aventura, Florida 33180.

and the name and address of the initial registered agent of this corporation are:

Guy Martin  
2750 NE 185th Street  
Suite 201  
Aventura, Florida 33180.

**ARTICLE VI – COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

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**ARTICLE VII – INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Gilberto Bousquet Bomeny	2750 NE 185th Street, Suite 201 Aventura, Florida 33180
Joao Woiler	2750 NE 185th Street, Suite 201 Aventura, Florida 33180

**ARTICLE VIII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Guy Martin  
2750 NE 185th Street  
Suite 201  
Aventura, Florida 33180.

**ARTICLE IX – BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE X – INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

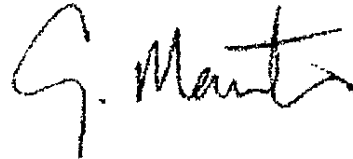
**ARTICLE XI – AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 18th day of January, 2017.

A handwritten signature in black ink, appearing to read "G. Martin", is written over a horizontal line.

Guy Martin  
Incorporator

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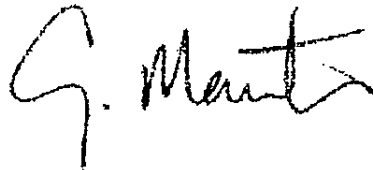
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated as of this 18th day of January, 2017.



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Guy Martin

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