

P93000020462

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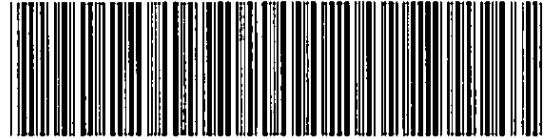
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C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Dr.

Address Suite 200

Tallahassee, FL 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

PLEASE CALL C T WITH ANY QUESTIONS

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-03/18/93--01078--
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*****452.50 *****

B.G. Hospitality Group, Inc.

☒ Profit ☐ NonProfit ☐ Amendment ☐ Merger

☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark

☐ Limited Partnership ☐ Annual Report ☐ Other

☐ Reinstatement ☐ Reservation ☐ Change of R.A.
☐ FICTITIOUS NAME

☒ Certified Copy ☐ Photo Copies ☐ CUS

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3-18-93

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TALLAHASSEE, FL
SECRETARY OF STATE

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BG HOSPITALITY GROUP, INC.

FIRST: THE CORPORATE NAME THAT SATISFIED THE
REQUIREMENTS OF SECTION 607.0401 IS:
BG HOSPITALITY GROUP, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE
MAILING ADDRESS OF THE CORPORATION IS:

c/o Beni Gurovitsch
Gulf Stream Hotel
One Lake Avenue
Lake Worth, FL 33460

THIRD: THE NUMBER OF SHARES THE CORPORATION IS
AUTHORIZED TO ISSUE IS:

ONE THOUSAND SHARES, NO PAR VALUE

FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES,
THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS
AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

See Rider to Article Fourth attached hereto
and incorporated herein.

FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF
ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF
EACH SERIES IS:

N/A

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE
RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME
ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

N/A

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TALLAHASSEE, FLORIDA

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See Rider to Article Seventh attached hereto and incorporated herein.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C.T. CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C.T. CORPORATION SYSTEM

NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

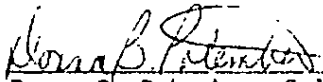
Beni Gurovitsch
Gulf Stream Hotel
One Lake Avenue
Lake Worth, FL 33460

TENTH: THE NAME AND ADDRESSES OF EACH INCORPORATOR IS:

Donna B. Potember
GADSBY & HANNAH
125 Summer Street
Boston, MA 02110

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 17th DAY OF MARCH, 1993.



Donna B. Potember, Sole Incorporator

BG HOSPITALITY GROUP, INC.

RIDER TO ARTICLE FOURTH

RESTRICTIONS ON TRANSFERS OF STOCK

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer stock owned by him or them (other than a transfer to a spouse or to a trust for estate planning purposes), shall first offer it to the Corporation through the Board of Directors as hereinafter provided.

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within sixty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to determine the fair market value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting called by the arbitrators, a majority present thereat may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the fair market value of the stock, the Directors shall have sixty days within which to purchase the same at such valuation, but if at the expiration of sixty days, the Corporation shall not have exercised its right to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the provisions.

BG HOSPITALITY GROUP, INC.

RIDER TO ARTICLE SEVENTH

6A. PROVISIONS AS TO INTERCOMPANY DEALINGS

The Corporation may enter into contracts or transact business with one or more of its Directors, officers, or stockholders or with any corporation, organization or other concern in which any one or more of its Directors, officers or stockholders are Directors, officers, shareholders, or otherwise interested and other contracts or transactions in which any one or more of its Directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction, shall be invalidated or in any way affected by the fact that such Directors, officers, or stockholders of the Corporation have or may have interests in which are or might be adverse to the interest of the Corporation even though the vote or actions of Directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) any such Director or Directors may vote or act thereat with like force and effect as if he had no such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof), shall be disclosed or shall have been known to the Directors or a majority thereof. A general notice that a Director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with such corporation or other concern. No Director shall be disqualified from holding office as Director or officer of the Corporation by reason of any such adverse interest, unless the interest is detrimental to the Corporation. In the absence of fraud, no Director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reasons of such contract or transaction, nor shall any such Director, officer or stockholder be accountable for any gains or profits realized thereon.

6B. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Except as otherwise provided below, the Corporation shall, to the extent legally permissible, indemnify each person who is, or shall have been, a Director or officer of the Corporation or who is serving, or shall have served, at the request of the Corporation, as a Director or officer of another organization or in any capacity with respect to any employee

benefit plan of the Corporation against all liabilities and expenses (including judgments, fines, penalties and attorneys' fees and all amounts paid, other than to the Corporation or such other organization, in compromise or settlement) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been a Director or officer or as a result of his serving or having served with respect to any such employee benefit plan.

The Corporation shall provide no indemnification with respect to any matter as to which any such Director, officer or other person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation or, to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The Corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, after notice that indemnification is involved by (i) a disinterested majority of the Board of Directors or (ii) the holders of a majority of the outstanding stock entitled to elect Directors, voting as a single class, exclusive of any stock owned by any interested Director, officer or other person.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article.

As used in this article, the terms "Director", "officer" and "person" include their respective heirs, executors, administrators and legal representatives, and an "interested" Director, officer or person is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

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6C. LIMITATION OF DIRECTOR LIABILITY

No Director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a Director, to the extent that such liability is imposed by applicable law, (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for intentional misconduct or a knowing violation of law under Section 607.0831 of the Florida Business Corporation Act, or (iii) for any transaction from which the Director derived an improper personal benefit. This provision shall not eliminate the liability of a Director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

6D. AMENDMENT OF BYLAWS

Except with respect to any provision thereof which by law, the Articles of Organization or the Bylaws requires action by the stockholders, the Board of Directors may amend the Bylaws in the manner provided therein.

GE. STOCKHOLDERS'S MEETINGS

The meetings of the stockholders may be held anywhere in the United States.

6F. PARTNERSHIP

The Corporation may be a partner in any business enterprise which said Corporation would have power to conduct by itself.

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED March 18, 1993.

By Eileen Edmondson

EILEEN EDMONDSON
Special Assistant Secretary

(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

WFFREAL:974

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