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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 870044 10268A

AUTHORIZATION : *Patricia Page*

COST LIMIT : \$ 87.50

FILED  
98 JUN 25 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 25, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 870044-005

CUSTOMER NO: 10268A

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CUSTOMER: Connie S. Moore, Legal Asst  
Fee & Koblegard, P.A.  
401a South Indian River Drive  
Ft. Pierce, FL 34950

DOMESTIC AMENDMENT FILING

NAME: CR & HARP CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS: *CS*

6-26-98

*Amend.*

RECEIVED  
98 JUN 25 PM 4:06  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

FILED  
98 JUN 25 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CR & HARP CORPORATION, a Florida corporation (the "Corporation"), under its corporate seal and the hands of its President and sole Director, stockholder and original incorporator, RAMUBHAI N. PATEL, and its Secretary, CHANDANBEN R. PATEL, hereby certifies that:

I.

At a specially called, joint meeting of the Board of Directors and sole stockholder of the Corporation, held on June 16, 1998, the Board of Directors proposed, and the sole stockholder approved, the following resolutions:

RESOLVED, that Article II of the Articles of Incorporation of the Corporation, be, and the same is hereby amended to read as follows:

"ARTICLE II - NATURE OF BUSINESS, LIMITATIONS AND COVENANTS

**A. Purpose**

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

1. To own and operate a certain parcel of real property comprehending a hotel/motel, together with all improvements located thereon, located in Highlands County, in the State of Florida and physically situated at 2165 U.S. Highway 27 South, Lake Placid, Florida 33852 (the "Property").

2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

3. To exercise all powers enumerated in the Florida Business Corporation Act, Chapter 607, Florida Statutes, necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**B. Certain Prohibited Activities.**

The Corporation shall only incur indebtedness in an amount necessary to acquire, refinance, operate and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

**C. Indemnification**

Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

#### **D. Separateness Covenants**

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporation identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

4. It shall observe all corporate formalities.

5. It shall not commingle assets with those of its parent and any affiliate.

6. It shall conduct its own business in its own name.

7. It shall maintain financial statements separate from its parent and any affiliate.

8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

9. It shall maintain an arm's length relationship with its parent and any affiliate.

10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or

any affiliate, or hold out its credit as being available to satisfy the obligations of others.

11. It shall use stationary, invoices and checks separate from its parent and any affiliate.

12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

13. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article II, the following terms shall have the following meaning:

"Affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which received compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

II.

RESOLVED FURTHER, that this proposed Amendment of Article II of the Articles of Incorporation of Corporation shall become effective upon filing of this Certificate with the Florida Department of State.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to hereunto affixed, and attested by its Secretary, this 16th day of June, 1998.

CR & HARP CORPORATION

By: Ram N. Patel  
Ramubhai N. Patel  
President

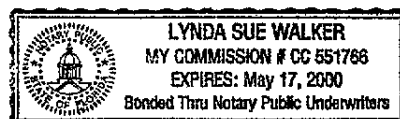
Attest: Chandanben R. Patel  
Chandanben R. Patel,  
Secretary

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

On this day personally appeared before me, the undersigned officer, authorized by the laws of the State of Florida to take acknowledgments, RAMUBHAI N. PATEL, and CHANDANBEN R. PATEL, President and Secretary, respectively, of CR & HARP CORPORATION, a Florida corporation, and they acknowledged that they executed the above and foregoing Certificate of Amendment as such officers for and on behalf of the Corporation, after having been duly authorized to do so.

WITNESS MY hand and official seal at Lake Placid, Highlands County, Florida, this 16th day of June, 1998.

Lynda Sue Walker  
Lynda Sue Walker, NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_



Personally Known by me.  
Produced no identification.