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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FAIRWAYS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 08 |
| Estimated Charge | \$43.75 |

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FAIRWAYS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fairways, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "FBCA"), hereby certifies as follows:

1. The name of the corporation is Fairways, Inc. (the "Corporation"), which is the name under which the Corporation was originally incorporated.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Florida on April 11, 1994.
3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read in full as follows:

The undersigned, for the purpose of organizing a corporation under the Florida Business Corporation Act (the "FBCA"), does hereby certify as follows:

FIRST: The name of the corporation is Fairways, Inc.

SECOND: The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, FL 32301. The name of the registered agent of the Corporation at such registered office is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$.01 per share.

FIFTH: Election of directors need not be by ballot unless the By-laws of the Corporation so provide. The books of the Corporation may (subject to any statutory requirements) be kept at such place whether within or outside the State of Florida as may be designated by the Board of Directors or in the By-laws of the Corporation.

SIXTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to adopt, amend, alter, add to or repeal from time to time the By-laws of the Corporation without the assent or vote of the stockholders.

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SEVENTH: Notwithstanding anything in this Agreement to the contrary, unless and until that certain loan (the "Loan") from Wells Fargo Bank, N.A. (together with its successors and assigns, the "Lender") to the Company evidenced and secured by certain loan documents ("Loan Documents") including, without limitation, a mortgage, deed of trust or deed to secure debt (the "Security Instrument") encumbering the real property commonly known as the Sleep Inn located in Miami Springs, Florida, together with related personal property (collectively, the "Property"), has been paid in full in accordance with the terms and provisions of such Security Instrument and other Loan Documents, the following provisions shall apply.

Corporation has and will continue to be:

- a. organized solely for the purpose of owning the Property;
- b. has not and will not engage in any business unrelated to the ownership of the Property;
- c. has not and will not have any assets other than the Property (and personal property incidental to the ownership and operation of the Property);
- d. has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, or amendment of its articles of incorporation, articles of organization, certificate of formation, operating agreement or partnership agreement, as applicable;
- e. without the unanimous consent of all of its directors, general partners or members, as applicable, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
- f. has no indebtedness (and will have no indebtedness) other than (i) the Loan; and (ii) unsecured trade debt not to exceed 2% of the loan amount in the aggregate, which is not evidenced by a note and is incurred in the ordinary course of its business in connection with owning, operating and maintaining the Property and is paid within 30 days from the date incurred;
- g. Has not and will not fail to correct any known misunderstanding regarding the separate identity of such entity;
- h. has maintained and will maintain its accounts, books and records separate from any other person or entity;

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- i. has maintained and will maintain its books, records, resolutions and agreements as official records;
- j. (i) has not and will not commingle its funds or assets with those of any other entity; and (ii) has held and will hold its assets in its own name;
- k. has conducted and will conduct its business in its own name;
- l. has maintained and will maintain its accounting records and other entity documents separate from any other person or entity
- m. has prepared and will prepare separate tax returns and financial statements, or if part of a consolidated group, is shown as a separate member of such group;
- n. has paid and will pay its own liabilities and expenses out of its own funds and assets;
- o. has held and will hold regular meetings, as appropriate, to conduct its business and has observed and will observe all corporate, partnership or limited liability company formalities and recordkeeping, as applicable;
- p. has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity;
- q. has not and will not acquire obligations or securities of its shareholders, partners or members, as applicable;
- r. has allocated and will allocate fairly and reasonably the costs associated with common employees and any overhead for shared office space and such entity has used and will use separate stationery, invoices and checks;
- s. has not and will not pledge its assets for the benefit of any other person or entity;
- t. has held and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity;
- u. has not made and will not make loans to any person or entity;
- v. has not and will not identify its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, as a division or part of it;

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- w. has not entered into and will not enter into or be a party to, any transaction with its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, except in the ordinary course of its business pursuant to written agreements and on terms which are intrinsically fair and are not less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party;
- x. if any such entity is a corporation, the directors of such entity shall consider the interests of the creditors of such entity in connection with all corporation action;
- y. has paid and will pay the salaries of its own employees and has maintained and will maintain a sufficient number of employees in light of its contemplated business operations; and
- z. has maintained and will maintain adequate capital in light of its contemplated business operations.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or to its stockholders for monetary damages for any breach of such director's fiduciary duty as a director of the Corporation, provided that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit.

NINTH: The Corporation shall, to the full extent permitted by the FBCA, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

(a) Actions, Suits or Proceedings Other Than by or in the Right of the Corporation. The Corporation shall indemnify any current or former director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any current or former employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans) (funds paid or required to be paid to any person as a result of the provisions of this Article shall be returned to the Corporation or reduced, as the case may be, to the extent that such person receives funds pursuant to an indemnification from any such other corporation, partnership, joint venture, trust or enterprise) to the fullest extent permissible under Florida law, as then in effect, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually

and reasonably incurred by such person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

(b) Actions or or Suits by or in the Right of the Corporation. The Corporation shall indemnify any current or former director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any current or former employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans) (funds paid or required to be paid to any person as a result of the provisions of this Article shall be returned to the Corporation or reduced, as the case may be, to the extent that such person receives funds pursuant to an indemnification from any such other corporation, partnership, joint venture, trust or enterprise) to the fullest extent permitted under Florida law, as then in effect, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of the State of Florida or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court or such other court shall deem proper.

(c) Indemnification for Expenses of Successful Party. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or Proceeding referred to in paragraph (a) or (b) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Determination of Right to Indemnification. Any Indemnification under paragraph (a) or (b) of this Article (unless ordered by a court) shall be made by the

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Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum or (ii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (iii) by the holders of a majority of the shares of capital stock of the Corporation entitled to vote thereon.

(e) Advancement of Expenses. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(f) Other Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, the other paragraphs of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(g) Insurance. By action of the Board of Directors, notwithstanding an interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including trustee) of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation shall have the power to indemnify such person against such liability under the provisions of this Article.

(h) Continuation of Rights to Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continued as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(i) Protection of Rights at Time of Repeal or Modification. Any repeal or modification of this Article shall not adversely affect any right or protection of an indemnified person existing at the time of such repeal or modification.

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4. The date of adoption of the aforesaid amendments was April 7, 2005.
5. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
6. The number of votes cast for the said amendments and restatements by the said voting group of shareholders was sufficient for the approval thereof.

IN WITNESS WHEREOF, the Corporation has caused this Amended Certificate of Incorporation to be signed by its Executive Vice President and attested by its Secretary this 12th day of April, 2005


Kevin P. Hanley
Executive Vice President

Attest:

By: 
Pamela McKenzie Williams
Secretary