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LEGAL CONNECTION, INC.

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Inc.

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- _____ LTD Partnership File_____
- _____ Foreign Corp. File_____
- _____ L.C. File_____
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- _____ Trade/Service Mark_____
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- _____ Dissolution / Withdrawal_____
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- _____ Certificate of Status_____
- _____ Certificate of Fictitious Name_____
- _____ Corp Record Search_____
- _____ Officer Search_____
- _____ Fictitious Search_____
- _____ Fictitious Owner Search_____
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June 11, 2007

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: CHAUHAN, INC.
Ref. Number: P94000053356

RE-SUBMIT

**PLEASE OBTAIN THE ORIGINAL
FILE DATE**

We have received your document for CHAUHAN, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You must include the manner and date of adoption of this amendment in your document before it can be processed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 407A00039384

RE-SUBMIT
**PLEASE OBTAIN THE ORIGINAL
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHAUHAN, INC.

FILED
07 JUN 11 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name of this corporation is CHAUHAN, INC., whose address is 39 Scenic Gulf Drive, Destin, Florida 32541.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: 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:

To operate a hotel on that certain parcel of real property, together with all improvements located thereon, located at 39 Scenic Gulf Drive, Destin, Florida 32541, currently known as Ramada Limited (the "Property").

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

To exercise all powers enumerated in the General Corporation Law of the State of Florida incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Article IV - Prohibited Activities

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness, except

for trade payables in the ordinary course of its business of owning and operating the Property. The Corporation shall not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or transfers of stock interest. For so long as a mortgage lien exists on the Property, the Corporation will not without the unanimous consent of the Board of Directors: (i) file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (ii) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for itself or any other entity, (iii) make an assignment of its assets for the benefit of its creditors or an assignment of the assets of another entity for the benefit of such entity's creditors, or (iv) take any action in furtherance of the foregoing. For so long as a mortgage lien exists on 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 a first mortgage lien on the Property.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of Ten Dollar (\$10.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 39 Scenic Gulf Drive, Destin, Florida 32541 and the name of the initial registered agent at that address is Pravin Chauhan.

Article VII - Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation are:

Pravin Chauhan
39 Scenic Gulf Drive
Destin, Florida 32541

Article VIII - Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy; shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

Article IX - Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

Article X - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XI - Seperateness

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate 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 separate corporate records, books and accounts from those of its parent and any affiliate or any other person.

3. It shall not commingle funds or assets with those of its parent, any affiliate or any other person. It shall conduct its business and hold its assets in its own name.

4. It shall maintain financial statements, accounting statements and prepare tax returns separate from its parent, any affiliate or any other person.

5. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate, and maintain a sufficient number of employees in light of its contemplated business operations.

6. It shall maintain adequate capital in light of its contemplated business operations.

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

8. It shall not assume or 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.

9. It shall not have any of its obligations guaranteed by any member, general partner or affiliate, except the guarantor of the mortgage loan.

10. It shall not pledge its assets for the benefit of any other person or entity or make an advance or loan to any person or entity, including any affiliate.

11. It shall not acquire obligations or securities of its partners, members or shareholders or any affiliate.

12. It shall use stationery, invoices and checks separate from any affiliate or any other person.

13. It shall hold itself out as an entity separate and distinct from any affiliate and not as a division, department or part of any other person or entity.

14. It shall not identify its members or any affiliates as a division or part of it.

15. It shall correct any known misunderstanding regarding its separate identity.

16. It shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity.

17. It shall not share a common logo with any affiliate or any other person.

18. It shall not acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property.

19. It shall maintain its books, records, resolutions and agreements as official records.

20. It shall hold regular meetings, as appropriate, to conduct its business and observes all Corporation level formalities and record keeping.

21. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

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

"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 receives 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

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

law. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

Article XII - Incorporator

The name and address of the person signing these Articles is:

Pravin Chauhan
39 Scenic Gulf Drive
Destin, Florida 32541

Article XIII - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 8th day of June, 2007.


PRAVIN CHAUHAN

STATE OF FLORIDA
COUNTY OF OKALOOSA

Subscribed and sworn to before me this day, in and for the county and state aforesaid, do hereby certify that before me personally appeared PRAVIN CHAUHAN, who is personally known by me or who has produced a Florida Driver's License as identification and which did not take an oath.

Done this 8th day of June, 2007.



Marian K. McBryde
Commission #DD283597
Expires: Mar 12, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC
My Commission Expires:

Article XIV - Authority and Effective Date

These Articles were approved and adopted at a special meeting of Directors held on May 25, 2007 and a special meeting of Shareholders held on May 25, 2007, and shall become effective upon filing with the Department of State.

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

CHAUHAN, INC. ("Corporation"), desiring to organize under
the laws of the State of Florida, with its registered office, as
indicated in the Amended and Restated Articles of Incorporation,
at 39 Scenic Gulf Drive, Destin, Florida 32541, has named PRAVIN
CHAUHAN as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this certi-
ficate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.


PRAVIN CHAUHAN