

P 950000 15478

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

RECEIVED
95 FEB 24 AM 10:56
DIVISION OF CORPORATION

OFFICE USE ONLY

EFFECTIVE DATE
2-23-95

800001414718
02/24/95 -01024--018
***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Ashley Davis Hotel, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

RECEIVED FEB 24 1995

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ASHLEY DRIVE HOTEL, INC.**

The undersigned, acting as incorporator of Ashley Drive Hotel, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Ashley Drive Hotel, Inc.

ARTICLE II. ADDRESS

EFFECTIVE DATE
2-23-95

The ~~street~~ address of the initial principal office and the mailing address of the corporation are:

1755-D Lynnfield Road, Suite 142
Memphis, Tennessee 38119

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 50 N. Laura Street, Suite 3900, Jacksonville, FL. 32201 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

FILED
1995 FEB 24 AM 11:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Wilton D. Hill.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Daniel J. Gallagher

50 N. Laura Street, Suite 3900
Jacksonville, FL. 32201

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

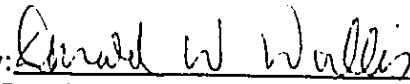
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on February 23, 1995.


Daniel J. Gallagher
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

**INTRASTATE REGISTERED AGENT
CORPORATION**, a Florida Corporation

By: 
Donald W. Wallis, Vice President

Dated: February 23, 1995

FILED
1995 FEB 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Office

HOLLAND & KNIGHT

A Registered Limited Liability Partnership

50 North Laura Street, Suite 3900
P.O. Box 52587 (ZIP 32201-2687)
Jacksonville, Florida 32202

904-353-2000
FAX 904-358-1872

August 22, 1997

Atlanta
Boca Raton
Fort Lauderdale
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Miami

Orlando
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Tampa
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West Palm Beach

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/25/97--01039--018
*****35.00 *****35.00

Re: Resignation as Registered Agent for Ashley Drive Hotel, Inc.

Dear Sir or Madam:

Enclosed please find (i) an original Statement of Resignation as Registered Agent for Ashley Drive Hotel, Inc. ("Statement"), (ii) a copy of the Statement, and (iii) a check in the amount of \$35.00 in payment of the fee for filing the Statement. Please file the Statement and return a stamped copy to me.

Sincerely,

HOLLAND & KNIGHT LLP

Brenda L. Jackson

Brenda L. Jackson
Secretary to Donald W. Wallis

Enclosures

JAX1-264331

RA resign.

VS SEP 3 1997

FILED
97 AUG 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASHLEY DRIVE HOTEL, INC.

STATEMENT OF RESIGNATION OF REGISTERED AGENT

FILED
97 AUG 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.0502, Florida Statutes, the undersigned registered agent for Ashley Drive Hotel, Inc., a Florida corporation, hereby resigns said position and certifies that:

1. The registered office is to be discontinued as a result of this resignation;
2. A copy hereof has been furnished to the above corporation at its principal office address;
3. The corporation has been advised of its obligation to maintain a registered agent in compliance with Florida law and has been provided instructions relating thereto; and
4. The appropriate filing fee of \$35.00 has been furnished to the State of Florida along with this statement.

In accordance with the above-referenced Statute, the undersigned will be relieved of duty as registered agent on the 31st day after the filing of this statement with the State of Florida.

DATED this 21st day of August, 1997.

INTRASTATE REGISTERED AGENT
CORPORATION

By:

Donald W. Wallis
Donald W. Wallis, Vice President