

**P95000018358**

**Richard E. Jesmonth**  
Attorney At Law

913 Gulf Breeze Parkway  
Unit 8  
Gulf Breeze, FL 32561

Telephone: (904) 934-1889  
Fax: (904) 934-0403

March 2, 1995

100000018358  
-03/02/95--01063--020  
\*\*\*122.50 \*\*\*122.50

State of Florida  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: LodgeSouth, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed in regard to the above-referenced corporation along with a check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles to me at the above listed address.

Thank you for your attention in this matter.

Very truly yours,

*Cindee Bush*  
Cindee Bush  
Legal Assistant to  
RICHARD E. JESMONTH

REJ: cab

Enclosure

D. BROWN MAR - 7 1995

**ARTICLES OF INCORPORATION  
OF  
LodgeSouth, Inc.**

**FILED**  
95 MAR -3 AM 11:50  
RECORDS & CLERK  
TALLAHASSEE FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be LodgeSouth, Inc.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI**  
**REGISTERED OFFICE AND INITIAL**  
**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Richard E. Jesmonth, Esq., 913 Gulf Breeze Parkway, Unit #6, Gulf Breeze, Florida 32561. The principal address and the Registered Office address of this corporation in the State of Florida shall be: 16 Via De Luna, Pensacola Beach, Florida 32561.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

|                    |   |
|--------------------|---|
| David T. Clark     | 1198 Gulf Breeze Parkway, Suite 8<br>Gulf Breeze, Florida 32561 |
| Richard E. McAlpin | 1198 Gulf Breeze Parkway, Suite 8<br>Gulf Breeze, Florida 32561 |

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**RESTRICTIONS ON TRANSFER OF STOCK**

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such

stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE X** **INDEMNIFICATION**

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

**ARTICLE XI**  
**INCORPORATION**

The name and street address of the Incorporator of this corporation is: David T. Clark, 1198 Gulf Breeze Parkway, Suite 8, Gulf Breeze, Florida 32561.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 1st day of March, 1995.

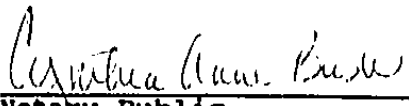
  
\_\_\_\_\_  
David T. Clark  
Incorporator

STATE OF FLORIDA )  
COUNTY OF SANTA ROSA )

FILED  
95 MAR -3 AM 11:50  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, did personally appear David T. Clark, known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 1st day of March, 1995.

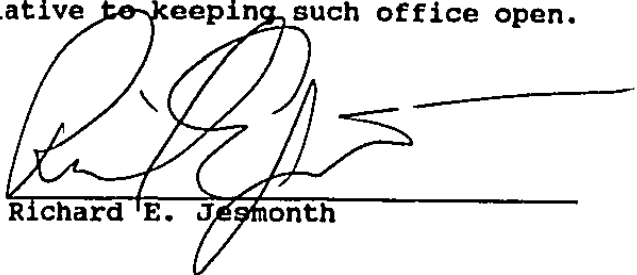
NOTARY PUBLIC STATE OF FLORIDA  
CYNTHIA ANNE BUSH  
(SEAL) MY COMMISSION EXPIRES 5-4-97  
COMMISSION # CC283156

  
\_\_\_\_\_  
Notary Public  
Cynthia Anne Bush  
Commission No.: 283156  
My Commission Expires: 5/4/97

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for LodgeSouth, Inc., at the place designated in the Articles of Incorporation, Richard E. Jesmonth agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: March 1, 1995

  
\_\_\_\_\_  
Richard E. Jesmonth

P95000018358

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

30 SOUTH SPRING STREET

POST OFFICE DRAWER 1271

PENSACOLA, FLORIDA 32598

PENSACOLA (904) 433-6581

FT. WALTON BEACH (904) 243-6581

FACSIMILE (904) 434-6556

TOLL FREE 1-800-433-6581

ALAN B. BOOKMAN  
T. A. BOROWSKI, JR.  
A. G. CONDON, JR.  
ERICH M. DRICKA  
KAREN O. EMMANUEL  
PATRICK O. EMMANUEL  
ROBERT A. EMMANUEL  
KRAMER A. LITVAK  
WM. DOUGLAS MARSH

JOHN W. MONROE, JR.  
JOHN A. PANYKO  
WANDA WOODALL RADCLIFFE  
ALAN C. SHEPPARD  
J. D. SMITH  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD

February 21, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32514

500001722685  
-02/23/96--01060--013  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: McAlpin Properties, Inc. and  
Lodgesouth, Inc.  
Our File No. L370-22395

Dear Sir or Madam:

Enclosed is an executed original and one copy of the Articles of Merger for the above-referenced corporations.

Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

|                |                 |
|----------------|-----------------|
| Filing Fees    | \$70.00         |
| Certified Copy | <u>52.50</u>    |
| <b>TOTAL</b>   | <b>\$122.50</b> |

Please file the Articles of Merger and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,

SH

FEB 28 1996

John A. Panyko  
For the Firm

JAP/II  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 23 AM 8:47

**ARTICLES OF MERGER**  
**Merger Sheet**

.....  
**MERGING:**

**MCALPIN PROPERTIES, INC., a Florida corporation, M78442**

**INTO**

**LODGESOUTH, INC., a Florida corporation, P95000018358**

**File date: February 23, 1996**

**Corporate Specialist: Steven Harris**

**ARTICLES OF MERGER  
OF MCALPIN PROPERTIES, INC.  
A FLORIDA CORPORATION  
INTO  
LODGESOUTH, INC.,  
A FLORIDA CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 23 1964

Pursuant to the provisions of Section 607.1101, and 607.1107 of the Florida Business Corporation Act, as amended, the undersigned corporations adopt the following Articles of Merger for the purposes of merging McAlpin Properties, Inc., a Florida corporation, into Lodgesouth, Inc., a Florida corporation:

1. McAlpin Properties, Inc., is incorporated under the laws of the State of Florida and the laws of such jurisdiction permit this merger.

2. Lodgesouth, Inc., is incorporated under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

3. The following Plan of Merger was approved by the Board of Directors of Lodgesouth, Inc., a Florida corporation and the surviving corporation, in the manner prescribed by the Florida Business Corporation Act, and was authorized and approved by McAlpin Properties, Inc., in the manner prescribed by the laws of the State of Florida, the jurisdiction under which the merging corporation is organized:

a. Merger. As soon as all of the following events shall have happened, viz.,

1. The Plan of Merger shall have been duly adopted and approved by the Board of Directors of McAlpin Properties, Inc., a Florida corporation, and Lodgesouth, Inc., a Florida corporation, in accordance with the laws of the jurisdiction in which each corporation is organized and

such facts shall have been certified thereon by the respective secretary of each corporation under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the States of Florida and Florida;

thereupon, McAlpin Properties, Inc., a Florida corporation, shall be deemed to have been merged with and into Lodgesouth, Inc., a Florida corporation, which shall be the surviving corporation.

b. Terms and Conditions. On the effective date of the merger, Lodgesouth, Inc., a Florida corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of its Florida predecessor, McAlpin Properties, Inc., without the necessity for any separate transfer. Lodgesouth, Inc., a Florida corporation, shall thereafter be responsible and liable for all of the liabilities and obligations of its Florida predecessor and neither the rights of creditors or any liens on the property of McAlpin Properties, Inc., shall be impaired by the merger.

c. Conversion and Exchange of Shares. Upon the merger becoming effective, since the sole shareholder of Lodgesouth, Inc. is the same individual who is the sole shareholder of McAlpin Properties, Inc., each issued and outstanding share of common stock of Lodgesouth, Inc., shall remain issued and outstanding and no additional common stock of Lodgesouth, Inc., shall be issued.

d. Change in Articles of Incorporation. The Articles of Incorporation of Lodgesouth, Inc., as they presently exist shall be become and

continue to be the Articles of Incorporation of Lodgesouth, Inc., a Florida corporation, following the effective date of the merger.

e. Changes in Bylaws. The Bylaws of Lodgesouth, Inc., a Florida corporation, as they presently exist shall be amended and become and continue to be the Bylaws of Lodgesouth, Inc., following the effective date of this merger.

f. Directors and Officers. The directors and officers of Lodgesouth, Inc., a Florida corporation, as of the effective date of the merger shall continue as directors and officers of Lodgesouth, Inc., for the full unexpired terms of their offices and until their successors have been duly elected and qualify.

g. Prohibited Transactions. Lodgesouth, Inc., a Florida corporation, shall not, prior to the effective date of the merger, engage in any activity other than in the ordinary course of its businesses, except to take any and all action necessary or appropriate to consummate this merger and change its place of incorporation under the laws of the States of Florida and Florida.

h. Effective Date of the Merger. For accounting purposes, the effective time and date of this merger shall be 12:01 A.M. on the 1st day of January, 1996.

i. Further Instruments. When requested by the corporations involved in this merger, its stockholders, directors and officers shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken any further or other action as Lodgesouth, Inc., a

Florida corporation, deems necessary or desirable in order to vest in such company, title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

4. The dates of adoption of the plan of merger by the Board of Directors and shareholders were:

| <u>Name of Corporation</u>                          | <u>Date of Adoption</u> |
|---|-------------------------|
| McAlpin Properties, Inc., an<br>Florida corporation | February 19, 1996       |
| Lodgesouth, Inc.,<br>a Florida corporation          | February 19, 1996       |

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class and title to vote as a class on such plan, are as follows:

| <u>Name of Corporation</u>                      | <u>Total Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class</u> |                         |
|---|---|------------------------------------|-------------------------|
|   |   | <u>Designation of Class</u>        | <u>Number of Shares</u> |
| McAlpin Properties, Inc., a Florida corporation | 1000                                      | Common                             | 1000                    |
| Lodgesouth, Inc., a Florida corporation         | 1000                                      | Common                             | 1000                    |

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to each class entitled to

vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, were as follows:

| <u>Name of Corporation</u>                      | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Entitled to Vote as a Class</u><br><u>Class</u> | <u>Voted For</u> | <u>Voted Against</u> |
|---|------------------------|----------------------------|--|------------------|----------------------|
| McAlpin Properties, Inc., a Florida corporation | 1000                   | -0-                        | Common   | 1000             | -0-                  |
| Lodgesouth, Inc., a Florida corporation         | 1000                   | -0-                        | Common   | 1000             | -0-                  |

Executed on behalf of the parties by their officers, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this \_\_\_\_ of February, 1996

McAlpin Properties, Inc., a Florida corporation

ATTEST:

Richard R. McAlpin  
Richard R. McAlpin  
Corporate Secretary  
(CORPORATE SEAL)

By: Richard R. McAlpin  
Richard R. McAlpin, President

Lodgesouth, Inc., a Florida corporation

ATTEST:

Richard R. McAlpin  
Richard R. McAlpin  
Corporate Secretary  
(CORPORATE SEAL)

By: Richard R. McAlpin  
Richard R. McAlpin, President

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by Richard R. McAlpin as President and as Secretary of McAlpin Properties, Inc., a Florida corporation, on behalf of the corporation.

Sign: Loretta A. Amari  
Print: Loretta A. Amari  
NOTARY PUBLIC, State of Florida



STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by Richard R. McAlpin, as President and Secretary of Lodgesouth, Inc., a Florida corporation, on behalf of such corporation.

Sign: Loretta A. Amari  
Print: Loretta A. Amari  
NOTARY PUBLIC, State of Florida

