

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9000  
CITY OF TALLAHASSEE, FLORIDA

800-342-8086

**CSC networks**  
PREFERRED  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 652624 40988A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : August 2, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 652624

CUSTOMER NO: 40988A

CUSTOMER: Ms. Debbie Hughes  
KEMMONS WILSON COMPANIES

Mr. John Petty  
1629 Winchester Road  
Memphis, TN 38116

70000155.1897  
08/02/95 - 01053--010  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: VENICE HOTEL CO., INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: MJP

FILED  
95 AUG -2 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN  
AUG - 3 1995

ARTICLES OF INCORPORATION  
OF

VENICE HOTEL CO., INC.

FILED  
95 AUG -2 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be: Venice Hotel Co., Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1629 Winchester Road, Memphis, Tennessee 38116

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of \$1.00 par value common stock.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:  
— Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are): R. E. Wallin, 1629 Winchester Road, Memphis, TN 38116

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1st day of August, 19 95.

*R. E. Wallin*

Incorporator

Signature

Signature

Signature

Articles of Incorporation  
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
95 AUG -2 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Venice Hotel Co., Inc.

2. The name and address of the registered agent and office is:

Corporation Service Company  
(Name)

1201 Ways Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Gail C. Shelby  
(Signature)  
Gail Shelby

August 2, 1995



**KEMMONS WILSON  
COMPANIES**

P.O. BOX 30185  
Memphis, Tennessee  
38130-0185

City/State/Zip

Phone #

P 9 5000059788

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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CR6  
8/18

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Venice Hotel Co., Inc.

2. The mailing address of the corporation is: 1629 Winchester Rd., Memphis, TN 38116

3. Date of incorporation/qualification: 8/2/95 Document number: P95000059788

4. The name and address of the current registered agent and office:

CSC  
1201 Bay St.  
Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Brian Lower, Esq.  
c/o Orange Lake Country Club  
8505 West Irlo Bronson Memorial Hwy.  
Kissimmee, FL 34747

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

John H. Pettey, III 7/18/97  
(Signature of an officer, chairman or vice chairman of the board) (Date)

John H. Pettey, III, Vice President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]  
(Signature of Registered Agent)

8/4/97  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)