

P95000062908

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
*Board certified real estate lawyer
Certified circuit & family court mediator*

Paul E. Olson
Board certified real estate lawyer

John A. Colton

August 11, 1995

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
AUG 11 1995
900001559789
-08/14/95--01067--002
*****70.00 *****70.00

Re: Filing of Articles of Incorporation
SHG OF LONGBOAT KEY, INC.

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

Donald J. Harrell
Donald J. Harrell
For the Firm

Encs.
cc: client (w/o/encs.)

EFFECTIVE DATE

Aug. 11, 1995

ARTICLES OF INCORPORATION
OF
SHG OF LONGBOAT KEY, INC.

FILED
95 AUG 11 PM 1:07

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be SHG OF LONGBOAT KEY, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 444 GULF OF MEXICO DRIVE, LONGBOAT KEY, FLORIDA 34228, and the mailing address of the corporation shall be 444 GULF OF MEXICO DRIVE, LONGBOAT KEY, FLORIDA 34228. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial Registered Office street address of the Registered Agent shall be 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned executed this instrument this 11th day of August, 1995.

SIGNATOR:

Donald J. Harrell
DONALD J. HARRELL
Incorporator & Registered Agent

FILED
95 AUG 11 PM 1:07
TALLAHASSEE, FLORIDA

P95000062908

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

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Certified circuit court mediator

Paul E. Olson
Board certified real estate lawyer

Overnight Mail
SPEED LETTER

DATE: 12/18/95 TIME: _____

ATTORNEY SENDER: Don Harrell

RECEIVER: Division of Corporations
Dept. of State
409 East Gaines St.
Tallahassee, FL 32399
Attention: Susan Payne

EFFECTIVE DATE
1/1/96

THIS SPEED LETTER IS DESIGNED TO EXPEDITE THE HANDLING OF THIS MATTER. PLEASE EXCUSE THE INFORMALITY.

RE: Shannon Hotel Merger into SHG of Longboat Key

MESSAGE:

Enclosed are: Articles of Merger (original + 2 copies)
Filing Fee (\$35 x 2 parties) of \$70.⁰⁰ payable Secretary of State
Certified Copy Fee (\$2.50 x 2) of \$5.⁰⁰ " " "
Total Check \$175.⁰⁰ " " "

Please file + return 2 certified copies to me. Please note,
Shannon Hotel is CONN corporation domesticated in FL and
is merging into SHG. SHG is amending Articles to
change name to Shannon. All effective 1/1/96.

Please call if questions.

Client: _____ File No. _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHANNON HOTEL GROUP, INC., a CT Corp., #P18363

INTO

SHG OF LONGBOAT KEY, INC. which changed its name to

SHANNON HOTEL GROUP, INC., a Florida corporation, P95000062908

File date: December 19, 1995, effective January 1, 1996

Corporate Specialist: Susan Payne

EFFECTIVE DATE

1/1/96

FILED

SHG OF LONGBOAT KEY, INC.
(A Florida Corporation)
SHANNON HOTEL GROUP, INC.
(A Connecticut Corporation)
ARTICLES (OR CERTIFICATE) OF MERGER

95 DEC 19 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida corporation law and the Connecticut Stock Corporations Act, each above-named corporation hereby adopts the following articles of merger:

ARTICLE I
PLAN OF MERGER

Section 1.1 Parties to Merger. The name of each corporation planning to merge is as follows: SHG OF LONGBOAT KEY, INC., a Florida corporation ("Surviving Corporation"); and SHANNON HOTEL GROUP, INC., a Connecticut corporation ("Merged Corporation"). The name of the Surviving Corporation into which each other corporation plans to merge is SHG OF LONGBOAT KEY, INC.

Section 1.2 Terms and Conditions; Manner and Basis of Converting Shares. The terms and conditions of the proposed merger and the manner and basis of converting the shares of each corporation is as follows:

1. Surviving and Merged Corporations. The Merged Corporation shall merge into the Surviving Corporation and the separate existence of the Merged Corporation shall thereupon cease.

2. Titles. The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger shall be vested in the Surviving Corporation without reversion or impairment.

3. Liabilities. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger.

4. Claims and Proceedings. Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence.

5. Creditors and Liens. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger.

6. Share Conversion. The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving or any other corporation or into cash or other property are converted, and the former holders of the shares are entitled only to the rights provided in the Articles of Merger or to their dissenter rights under applicable corporation law.

7. Manner and Basis of Converting Shares and Rights. The manner and basis of converting the shares and rights to acquire shares of each corporation into shares, rights to acquire shares, obligations, or other securities of the Surviving or any other corporation or, in whole or in part, into cash or other property is as follows: All of the issued and outstanding capital stock and all related rights thereto of the Merged Corporation shall be converted into One Hundred (100) shares of the \$1.00 par value common stock (sole class of capital stock; 1,000 shares authorized) of the Surviving Corporation, and divided prorata among the shareholders of the Merged Corporation based upon their respective percentages. It is further stipulated that the conversion ratio is based upon a determination that the aggregate outstanding shares of each of the Merged Corporation and the Surviving Corporation are of equal value.

8. Amendments to, or Restatement of, Articles of Incorporation or Bylaws of Surviving Corporation or Merged Corporation. The Surviving Corporation hereby adopts the following articles of amendment to its articles of incorporation:

1. Name. The name of the corporation is SHG OF LONGBOAT KEY, INC.

2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from SHG OF LONGBOAT KEY, INC. to SHANNON HOTEL GROUP, INC.

3. Date Adopted. The above amendment was adopted on the date of the plan of merger incident hereto.

4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

5. Effective Time and Date. This instrument shall become effective simultaneously with the effective date of the articles of merger incident hereto.

No other amendments to the articles of incorporation of the Surviving Corporation or the Merged Corporation shall be made hereafter and prior to the merger, or will be effected by the merger.

9. Directors and Officers. The directors and officers of Surviving Corporation on the effective date of the merger and until such time as their respective successors shall be elected and qualified shall be as follows: W. SHANE EAGAN - Director and President; THOMAS RASMUSSEN - Director and Secretary; LAURENCE R. SMITH, JR. - Director and Vice President; and, THOMAS R. HOLMES - Director, Vice-President and Treasurer.

10. Name and Address. The name of Surviving Corporation shall be changed to the name of the Merged Corporation, which changed name shall be the name of the Surviving Corporation following the merger. The address of Surviving Corporation shall not be changed and shall continue to be the address of the Surviving Corporation following the merger.

11. Shareholder Agreement. Each share of capital stock of Surviving Corporation shall, following completion of the transactions contemplated hereby, be subject to a restrictive shareholder agreement restraining transfer to outsiders with further terms and conditions reasonably acceptable to W. SHANE EAGAN, THOMAS RASMUSSEN, LAURENCE R. SMITH, JR., and THOMAS R. HOLMES.

12. Further Action. Each party shall take such further action, including without limitation, the execution and delivery of legal instruments and documents as may be necessary to carry out the intent hereof.

13. Representations and Warranties. Each party represents and warrants to the other party, now and at closing of the transactions contemplated hereby, as follows:

(a) Surviving Corporation represents and warrants that: (i) it is a corporation duly organized and existing under the laws of the State of Florida, and its capital stock is owned by W. SHANE EAGAN, THOMAS RASMUSSEN, LAURENCE R. SMITH, JR., and THOMAS R. HOLMES; (ii) its financial statement heretofore delivered to each other party fairly and accurately presents its financial condition as of the date thereof; (iii) it has no knowledge of any change in, or event or condition materially and adversely affecting the condition (financial or otherwise) of assets, liabilities, business or prospects; (iv) to its best knowledge, it has filed all applicable tax and information returns required by any governmental agency and paid all applicable taxes attributable thereto; (v) it has no knowledge of any pending or threatened litigation not previously disclosed; (vi) to its best knowledge, it is not in violation of any material contract, agreement, covenant instrument, judgment, order, rule, regulation or law, and the execution and performance hereof will not cause any such violation; and, (vii) to its best knowledge, it has not made any untrue statement of material fact or omitted any material fact required to make the statements herein not misleading.

(b) Merged Corporation represents and warrants that (i) it is a corporation duly organized and existing under the laws of the State of Connecticut, and its capital stock is owned by W. SHANE EAGAN, THOMAS RASMUSSEN, LAURENCE R. SMITH, JR., and THOMAS R. HOLMES; (ii) its financial statement heretofore delivered to each other party fairly and accurately presents its financial condition as of the date thereof; (iii) it has no knowledge of any change in, or event or condition materially and adversely affecting the condition (financial or otherwise) of assets, liabilities, business or prospects; (iv) to its best knowledge, it has filed all applicable tax and information returns required by any governmental agency and paid all applicable taxes attributable thereto; (v) it has no knowledge of any pending or threatened litigation not previously disclosed; (vi) to its best knowledge, it is not in violation of any material contract, agreement, covenant instrument, judgment, order, rule, regulation or law, and the execution and performance hereof will not cause any such violation; and, (vii) to its best knowledge, it has not made any untrue statement of material fact or omitted any material fact required to make the statements herein not misleading.

14. Operations Prior to Merger. Each party shall continue to operate in the same manner as heretofore prior to the merger.

15. Conditions Precedent to Merger. Each party's obligation to merge in accordance herewith is subject to and contingent upon each party receiving any and all appropriate approval for the transactions contemplated herein from its directors and shareholders.

16. Abandonment of Plan. Notwithstanding any contrary provision contained herein, this instrument and the merger may be abandoned by any corporation party to the merger (i) at any time prior to the obtainment of all necessary approvals, or (ii) at any time prior to the filing of articles of merger, without further shareholder action.

17. Anticipated Effective Date. The parties to the merger intend to cause the merger to become effective on January 1, 1996.

18. Successors. This instrument shall bind and benefit the heirs, personal representatives, successors, and permitted assigns of the parties. No party shall assign its rights or delegate its duties hereunder without the prior written consent of all parties hereto.

19. Modification and Waiver. This instrument may be modified or a provision waived only by a writing signed by the party sought to be held to such modification or waiver.

20. Governing Law. The merger documents filed in Florida shall be governed by Florida law, and the merger documents filed in Connecticut shall be governed by Connecticut law.

21. Miscellaneous. Headings are inserted herein for convenience of reference only and shall not effect the interpretation hereof. Numbers and genders shall be interchangeable as the context so requires.

ARTICLE II
APPROVAL/ADOPTION OF PLAN OF MERGER

Section 2.1 Shareholder Approval Required. Shareholder approval of the Plan of Merger was required and properly obtained.

Section 2.2 Approval/Adoption Dates. As required by the Florida corporation law and Chapter 55 of the Connecticut General Statutes, the Plan of Merger was duly approved (by unanimous vote) by the shareholders of the Surviving Corporation on December 18, 1995, and was duly approved (by unanimous vote) by the shareholders of the Merged Corporation on December 18, 1995.

Section 2.3 Board of Director Approval. The Plan of Merger was duly adopted (by unanimous vote) in the manner prescribed by law by the board of directors of each corporation participating in the merger.

ARTICLE III
EFFECTIVE DATE OF MERGER; MISCELLANEOUS

Section 3.1 Delayed Effective Date. The merger shall become effective at 12:01 A.M. on January 1, 1996, which date shall be within ninety (90) days after the filing hereof by the Florida Department of State and the Connecticut Secretary of State.

Section 3.2 Connecticut Agent for Service of Process. The Surviving Corporation hereby irrevocably appoints the Connecticut Secretary of State as its attorney to accept service of process in any action, suit or proceeding for the enforcement of any obligation of any domestic merging or consolidating corporation for which it is liable pursuant to Section 33-371(d) of the Connecticut Stock Corporations Act, or the laws governing such foreign corporations.

IN WITNESS WHEREOF, the undersigned hereby declare under penalty of false statement that the foregoing statements are true and correct, and executed this instrument this 18th day of December, 1995.

SURVIVING CORPORATION:

SHG OF LONGBOAT KEY, INC.
A Florida Corporation

By


W. SHANE EAGAN
As President

By


THOMAS RASMUSSEN
As Secretary


MERGED CORPORATION:

SHANNON HOTEL GROUP, INC.
A Connecticut Corporation

By


W. SHANE EAGAN
As President

By


THOMAS RASMUSSEN
As Secretary