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SUITE 200  
TAMPA, FLORIDA 33606

TODD F. WALKER  
ATTORNEY AT LAW

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8/15/95

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

4000001563604  
-08/17/95--01068--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
Tampa Convention Hotel Associates, Inc.

Dear Madam/ Sir:


I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Your cooperation is greatly appreciated.

Very truly yours,

  
Todd F. Walker

SW  
8/18/95

FILED  
95 AUG 17 AM 10:45  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TAMPA CONVENTION HOTEL ASSOCIATES, INC.  
TALLAHASSEE, FLORIDA

**FILED**  
95 AUG 17 AM 10:45  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation is:

Tampa Convention Hotel Associates, Inc.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence, commencing upon filing.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue Ten-Thousand (10,000) shares of common stock with a par value of \$.01 per share. This corporation is also authorized to issue Ten-Thousand (10,000) shares of preferred stock.

## **ARTICLE V**

### **Preferences, Privileges, Restrictions and Rights**

**1. Common Shares.** Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock. Common shareholders have preemptive rights.

**2. Preferred Shares.** The Corporation may issue preferred shares in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, time of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or wind-up of the Corporation; (iv) sinking fund provisions; (v) the terms and rates of conversion or exchange; and (vi) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the Corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares.

## **ARTICLE VI**

### **Preemptive Rights**

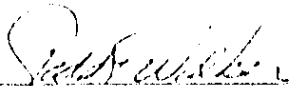
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered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

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 442 West Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: Todd F. Walker.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Tampa Convention Hotel Associates, Inc

  
Todd F. Walker

#### ARTICLE VIII

##### Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Tampa Convention Hotel Associates, Inc.  
442 W. Kennedy Blvd.  
Suite 200  
Tampa, FL 33606

#### ARTICLE IX

##### Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

##### NAME

##### ADDRESS

William F. Humphries, III

2521 W. Maryland St., Unit B  
Tampa, FL 33629

Seth Barnhard

5450 Glen Ridge Dr., #267  
Atlanta, GA 30342

Todd F. Walker

120 S. Hale St.  
Tampa, FL 33609

**ARTICLE X**

**Incorporator**

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

**NAME**

Todd F. Walker

**ADDRESS**

120 S. Hale St.  
Tampa, FL 33609

**ARTICLE XI**

**Indemnification**


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

**ARTICLE XII**

**Amendment**

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

The undersigned subscriber hereby executes these Articles of Incorporation, this 15th. day of August, 1995.

  
\_\_\_\_\_  
Todd F. Walker, Incorporator

**FILED**  
95 AUG 17 AM 10:45  
CLERK OF COURT  
TALLAHASSEE, FLORIDA