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February 21, 1996

John H. Test, P.A.  
ATTORNEY AT LAW  
DALLAS AND TALLAHASSEE  
8400 SOUTH DADREND BOULEVARD  
SUITE 800  
MIAMI, FLORIDA 33160

Sandra L. Test  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

(305) 670-4851  
FAX (305) 670-4847

John H. Test  
(192A - 1943)

Re: Hospitality Management & Finance

400000117221164  
-02/23/96--01020--004  
\*\*\*131.25 \*\*\*131.25

To Whom it May Concern.

Enclosed please find Articles of Incorporation and a check in the amount of \$131.25 from this firm to cover the following charges:

- |                          |         |
|--------------------------|---------|
| 1. Filing Fee            | \$70.00 |
| 2. Certified Copy        | 52.50   |
| 3. Certificate of Status | 8.75    |

Please file the Articles of Incorporation and return the certified copy to me with your receipt in the envelope provided.

Thank you for your help in this matter, if you should require anything further please call our office.

Sincerely,

*Connie Ryan*  
Connie Ryan  
Secretary to  
Sandra L. Test

FILED  
96 FEB 23 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HOSPITALITY MANAGEMENT & FINANCE CORP.**

FILED  
96 FEB 23 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I -- NAME**

The name of this corporation shall be and is:  
HOSPITALITY MANAGEMENT & FINANCE CORP.

**ARTICLE II -- PURPOSE**

The purpose for which this corporation is organized is to engage in any activity and/or business permitted under the laws of the State of Florida which is deemed desirable by the Corporation.

**ARTICLE III -- CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00).

**ARTICLE IV -- DURATION**

This Corporation shall have perpetual existence commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT**

The the initial registered office of this corporation and the name of the initial registered agent are designated and located at:

Hugh F. Quinn, Esq.  
6330 S.W. 114<sup>th</sup> St.  
Miami, FL 33156

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The Principal place of business for the Corporation is:

6330 S.W. 114th Street, Miami, Florida 33156

## **ARTICLE VII -- DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

## **ARTICLE VIII -- INITIAL DIRECTOR(S)**

The name and street address of the initial Director of this Corporation are:

NAME	ADDRESS
HUGH F. QUINN	6330 S.W. 114 Street Miami, Florida 33156

Said Director is of full adult age and a citizen of the United States of America. The aforesaid Director shall hold his respective office until the first Annual Meeting of the Stockholders, or until his successor(s) is elected.

## **ARTICLE IX - OFFICERS**

A. The affairs of this Corporation shall be managed by Officers elected by the Board of Directors at its Annual Meeting. The Officers shall serve until the next Annual Meeting of the Board of Directors unless removed earlier in accordance with the By-Laws.

B. The names of the Officers who shall serve until the election at the organizational meeting after these Articles are approved are:

HUGH F. QUINN	President
HUGH F. QUINN	Secretary/Treasurer

## **ARTICLE X - INCORPORATOR**

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

HUGH F. QUINN	6330 S.W. 114 <sup>th</sup> St. Miami, FL 33156
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## **ARTICLE XI - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

## **ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation hereby agrees to indemnify and hold harmless each of the officers and directors of the Corporation for each and every act, error and/or omission performed or omitted to be

performed, while engaged in a course of conduct on behalf of the Corporation, to the fullest extent permitted by law.

### ARTICLE XIII -- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 1996.

Hugh F. Quinn  
HUGH F. QUINN, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20th DAY OF FEBRUARY, 1996.

Hugh F. Quinn  
HUGH F. QUINN

FILED  
96 FEB 23 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared HUGH F. QUINN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of HOSPITALITY MANAGEMENT & FINANCE CORP., and she acknowledged before me that she executed those Articles of Incorporation, that the form of identification is personal knowledge, and that an oath was taken

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of February, 1996.

Sandra L. Test  
SANDRA L. TEST, Notary Public  
State of Florida at Large  
My Commission Expires: 2-21-98

