

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-22-0391

800-342-8086



P96000039232

ACCOUNT NO. : 072100000032

REFERENCE : 941038 6469B

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

5-1-96
FILED
MAY -3 PM 2:34
TALLAHASSEE, FLORIDA

ORDER DATE : May 3, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 941038

100001807621

CUSTOMER NO: 6469B

CUSTOMER: Stephen R. Looney, Esq
MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

DOMESTIC FILING

NAME: H I EXPRESS WEST, INC.

EFFECTIVE DATE: **5-1-96**

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: Daniel W Leggett

EXAMINER'S INITIALS: *TD*

5/1/96

ARTICLES OF INCORPORATION
OF
H I EXPRESS WEST, INC.

5-19-98

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be H I EXPRESS WEST, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 4013 North Highway 7, Hot Springs, Arkansas 71909.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is CORPORATION SERVICE COMPANY. The Board of Directors may from time to time designate a new registered agent.

FILED
MAY - 3 PM 2:34
TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jack Moore	4013 North Highway 7 Hot Springs, Arkansas 71909

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jeffrey Walker	1979 Woodchase Cove Cordova, Tennessee 38018
Jack Moore	4013 North Highway 7 Hot Springs, Arkansas 71909
Bradley Daniel	2810 Summer Oaks Drive, #9 Bowlett, Tennessee 38134

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 1st day of May, 1996.

Jack Moore (SEAL)
Jack Moore

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505 of the Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Title: Gail Shelby, As Agent
Date: 5-3-96

F:\TAX\105\HIEXPRESS.ART

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000039232

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: H I Express Unit No 53800

DISBURSED

FILED

97 APR -3 AM 11:39

SECRETARY OF STATE

TALLAHASSEE FLORIDA

RECEIVED

97 APR -3 AM 9:44

DIVISION OF CORPORATION

300002102783-0

04/03/97 01005-018

*******87.50 *****87.50**

Capital Express _____
Ind. Filo _____
Corp. Record Search _____
Ltd. Partnership Filo _____
Foreign Corp. Filo _____
() Cert. Copy(s) _____
Art. of Amend. Filo _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name Filo _____
Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 Filo _____
UCC 11 Search _____
UCC 11 Retrieval _____
Filo No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE..... **4/13**

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PAAP _____

WALK-IN 1/3 1100
Will Pick Up

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 APR -3 AM 11:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

H I EXPRESS WEST, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE ONE - NAME OF CORPORATION

THE NEW NAME OF THE CORPORATION SHALL BE AS FOLLOWS:

MID-TOWN HOTEL, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Mar. 24, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2nd day of April, 19 97

Signature

Jack Moore

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jack Moore

Typed or printed name

Vice President

Title

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000039232

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: mid-Town Hotel,
Inc

☐ Cert. Exch. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ Cert. Copy(s)

☒ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U S
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-21-97

TIME 11:15 CK No. _____

BY [Signature]

WALK-IN
Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 21, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MID-TOWN HOTEL, INC.

Ref. Number: P96000039232

We have received your document for MID-TOWN HOTEL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00020327

DIVISION OF CORPORATIONS

97 APR 21 PM 3:40

RECEIVED

Corrected

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MID-TOWN HOTEL, INC.**

FILED

97 APR 21 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607, 1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: *Amendment (s) adopted:*

ARTICLE VII - PURPOSE is hereby amended to read as follows:

ARTICLE VII - PURPOSE:

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

A. Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation's purpose should be limited to owning and operating the mortgaged property (the "Mortgaged Property") described in the attached Exhibit A. Additionally, and notwithstanding anything contained in the articles to the contrary, so long as the loan is outstanding, the Corporation should be prohibited from incurring any indebtedness other than that relative to the Blackacre loan and liabilities in the ordinary course of business relating to the ownership and operation of the Mortgaged Property.

B. Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation shall be prohibited from the following:

- (1) filing, or consenting to the filing of, a bankruptcy or insolvency petition or otherwise instituting insolvency proceedings;
- (2) dissolving, liquidating, consolidating, merging or selling all or substantially all of the assets of the Corporation;
- (3) engaging in any business activity other than that associated with owning and operating the Mortgaged Property;
- (4) amending the articles of incorporation of the Corporation;

A new article is hereby added as follows:

ARTICLE X - SEPARATENESS COVENANTS

Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation shall abide by the following in the operation of its business securing the loan to Blackacre Bridge Capital, L.L.C.:

- a. Maintain books and records separate from any other person or entity.
- b. Shall not co-mingle assets with those of any other entity.
- c. Maintain separate financial statements.
- d. Pay its own liabilities from its own funds.

SECOND: The date of the amendment's adoption: April 18, 1997.

THIRD: Adoption of the Amendment: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 18th day of April, 1997.

Signature: _____

Jack L. Moore

JACK MOORE, PRESIDENT AND DIRECTOR

EXHIBIT "A"**Parcel 1:**

A tract of land being a portion of the NE 1/4 of Section 28, Township 22 South, Range 29 East, Orange County, Florida, being more particularly described as follows: Commence at the North 1/4 corner of Section 28; thence South 00 degrees 33' 00" West along the West line of the NE 1/4 of Section 28 for a distance of 67.23 feet; thence North 89 degrees 41' 38" East, 30.00 feet to the Point of Beginning; thence South 00 degrees 33' 00" West along the East right of way of Goldwyn Avenue for 705.18 feet; thence North 89 degrees 39' 50" East along the North right of way of West Arlington Avenue for 259.00 feet; thence departing said right of way run North 05 degrees 23' 11" East, 208.24 feet; thence North 42 degrees 37' 36" East, 12.00 feet; thence North 42 degrees 37' 36" West, 73.00 feet; thence North 89 degrees 42' 30" West, 32.54 feet; thence North 00 degrees 17' 30" East 434.68 feet; thence South 89 degrees 41' 38" West along the South right of way of State Road #50 (West Colonial Drive) for 200.14 feet to the Point of Beginning.