

P9600000 46223

CORPORATE SERVICES, INC.  
1110 THOMAS WILKINSON  
TALLAHASSEE, FL 32303  
(904) 222-2660  
Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

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

☒ Walk in

☒ Pick up time 5/31/96

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 MAY 31 PM 12:09  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 MAY 31 AM 10:47  
DIVISION OF CORPORATION

SAB  
5/31/96

**ARTICLES OF INCORPORATION**

**FOR**

**ALIANA HOTEL COPROATION**

FILED  
96 MAY 31 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, 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 is

**ALIANA HOTEL CORPROATION**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is %815 ORIENTA AVE, ALTAMONTE SPRINGS, FL 32701.

**ARTICLE III - DIRECTORS**

The name and address of the initial director(s) is

P/S/D MIRZA N. ALIKHAN  
V/P MIRZA Y. ALIKHAN  
%815 ORIENTA AVE.  
ALTAMONTE SPRINGS, FL 32701

#### **ARTICLE IV - SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) COMMON shares having a par value of ONE DOLLAR (\$1.00) per share.

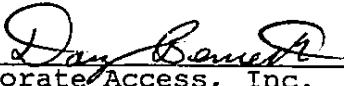
#### **ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent for this corporation is PRABODH C. PATEL, 815 ORIENTA AVENUE, SUITE SIX, ALTAMONTE SPRINGS, FLORIDA 32701.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of MAY, 1996.

  
\_\_\_\_\_  
Corporate Access, Inc.  
President - Danny Bennett

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that ALIANA HOTEL CORPORATION, desiring to organize or qualify under the laws of the State of Florida, has named PRABODH C. PATEL, a Florida corporation, located at Suite Six, 815 Oriana Avenue, Altamonte Springs, Florida 32701, as its agent to accept service of process within Florida.

Dated: 05/31/96

  
Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby 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 obligations of my position as registered agent.

Dated: 05/31/96

  
PRABODH C. PATEL, Registered Agent

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FILED  
96 MAY 31 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**P96000046223**

☒ CERTIFIED COPY

☐ PHOTO COPY

☒ FILING

*Amend*

1.) *Ailya Hotel Corporation*  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*OK.  
per S.P.*

*7/10  
Amend.  
C.S.*

3000001887223  
-07/09/96--01050--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RECEIVED  
66 JUL 10 PM 11 11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
66 JUL -9 7 0 58  
DIVISION OF CORPORATE REGISTRATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 9, 1996

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: AILYA HOTEL CORPORATION  
Ref. Number: P96000046223

We have received your document for AILYA HOTEL CORPORATION 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 document must specifically indicate what is being amended, added, or deleted in each article.

If Corporate Access, Inc. is signing the document as incorporator, the capacity "Incorporator" must appear in the signature area.

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: 496A00033295

*Corrected*  
*Thanks*  
*Gilda*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AILYA HOTEL CORPORATION**

**FILED**  
96 JUL 10 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Article VIII is being amended to add the following:

(viii) amend Articles- (vii), (viii) and (ix) of these Articles of Incorporation.

The amendment was adopted on May 31, 1996.

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 9th day of July, 1996.

CORPORATE ACCESS, INC.  
INCORPORATOR



DANNY BENNETT, PRESIDENT  
Signature

P96000046223

CORPORATE ACCESS, INC.  
1116-B THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666  
*Chili*

000001879120  
-06/28/96--01036--008  
\*\*\*\*\*87.50 \*\*\*\*\*07.50

OFFICE USE ONLY

000001889640  
-07/10/96--01052--017  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

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

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

*Name Change & Amend*

- ☒ Walk in ☒ Pick up time 6/27/96 1:00 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ALIANA HOTEL CORPORATION

96 FILED  
JUN 28 PM 2:50  
SEC  
TALL

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

Article I is being amended to reflect the following: The name is being amended to read **AILYA HOTEL CORPORATION**.

Article VII, VIII and IX are being added to the Articles of Incorporation. While retaining the existing Articles, attached Exhibit A creating this corporation as a single purpose entity are to be incorporated in the Articles of Incorporation.

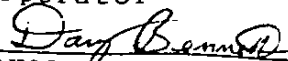
The amendment was adopted on May 31, 1996.

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 27th day of June, 1996.

CORPORATE ACCESS, INC.

Incorporator

  
DANNY BENNETT, PRESIDENT  
Signature

## **ARTICLES OF INCORPORATION**

### **EXHIBIT "A"**

#### **ARTICLE VII: PURPOSE**

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as Alya Hotel Corporation, d/b/a Howard Johnson Motel located in Kissimmee, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

#### **ARTICLE VIII: LIMITATIONS ON AUTHORITY**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without unanimous consent of the Board of Directors, do any of the following:

- (iii) engage in any business or activity other than those set forth in Article [VII];
- (iv) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (v) dissolve or liquidate, in whole or in part;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

**ARTICLE IX: SEPARATENESS/OPERATIONS MATTERS.**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person