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REFERENCE : 745469

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : March 18, 1998

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ORDER NO. : 745469-005

CUSTOMER NO: 4656E

CUSTOMER: Ms. Saleesa Pope
Greenberg Traurig Hoffman
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

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Amend

FILED
98 MAR 18 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GANPATI HOSPITALITY, INC.

EFFECTIVE DATE

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

Name	3/19/98
Document	Don
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Update	Don
Acknowledgement	Don

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GANPATI HOSPITALITY, INC.**

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

1. The name of the Corporation is **GANPATI HOSPITALITY, INC.** (the "Corporation").
2. The following amendments and additions are hereby made to the Articles of Incorporation of the Corporation as follows:
 - a. The following articles are hereby added to the Articles of Incorporation:

ARTICLE VII - PURPOSE

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

- (i) The acquisition, ownership and management of the real estate project known as the Super 8 Universal Hotel, located in Orlando, Orange County, 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 Florida Business Corporation Act 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 the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article VII;
- (ii) 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;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) 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;

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- (v) 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 in its inability to pay its debts generally as they become due, or take corporation action in furtherance of any such action; or
- (vi) amend Articles VII, VIII or IX of these Amendment to Articles of Incorporation.

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 bank accounts and all its other assets separate from those of any other person or entity;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other Board of Director 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 to enter into transactions with affiliates on a commercially reasonable basis;
- (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.

- (k) to pay its own liabilities and expenses only out of its own funds;
- (m) to maintain sufficient number of employees in light of its contemplated business operations;
- (n) not to hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (q) not to pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;
- (r) to correct any known misunderstanding regarding its separate identity;
- (s) not to identify itself as a division of any other person or entity; and
- (t) to maintain adequate capital in light of its contemplated business operations.

3. The foregoing Amendment to Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent, dated March 17, 1998.

4. The foregoing Amendment to Articles of Incorporation of this Corporation were duly approved by the shareholders by unanimous written consent effective as of March 17, 1998. The number of shares cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed this Amendment to Articles of Incorporation as of the 17 day of March, 1998.

GANPATI HOSPITALITY, INC.

By: 

Name: Arvind Patel, President