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THEODORE L. SHINKLE  
LILA INGATE MCHENRY

January 13, 1997

Division of Incorporation  
Certification Section  
409 East Gaines Street  
Tallahassee, FL 32399

RE: GAINESVILLE HOTEL ASSETS, INC.

000002057120--4  
-01/14/97--01122--005  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the original and one (1) copy of Articles of Incorporation for Gainesville Hotel Assets, Inc. Also enclosed is our check payable to your order in the amount of \$122.50 for the various fees. Please send a certified copy of the Articles to the above address in the self-addressed stamped envelope provided herein.

Thank you for your assistance in this matter.

Very truly yours,

*Philip F. Nohrr*  
Philip F. Nohrr

PFN/hms  
Enclosures

1/21/97  
97 JAN 14 PM 6:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GAINESVILLE HOTEL ASSETS, INC.**

FILED  
91 JAN 14 PM 6 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is GAINESVILLE HOTEL ASSETS, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common 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 price at which it is offered to others.

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

The street address of the initial registered office of this corporation is 325 Fifth Avenue, Indialantic, FL 32903, and the name of the initial registered agent of this corporation at that address is Lauren B. Koonin.

**ARTICLE VIII - 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 By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
1. C. WAYNE THOMPSON	325 Fifth Avenue Indialantic, FL 32903

2. CHARLES R. FAUST

4114 N. Ocean Drive  
Suite #700  
Lauderdale-By-The-Sea  
Florida 33308

3. S. RONALD THOMPSON

Route 2, Box 34A  
Lawrenceville, IL

#### ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation is:

##### NAME

##### ADDRESS

1. LAUREN B. KOONIN

325 Fifth Avenue  
Indialantic, FL 32903

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI

##### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XIII - INDEMNIFICATION**

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

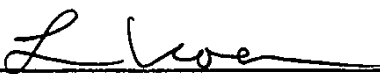
**ARTICLE XIV - AMENDMENT**

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 the shareholders is subject to this reservation.

**ARTICLE XV - PRINCIPAL OFFICE**

The principal office address and mailing address of this corporation shall be: 325 Fifth Avenue, Indialantic, FL 32903.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of December, 1996.

  
LAUREN B. KOONIN, INCORPORATOR

STATE OF FLORIDA :

COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared LAUREN B. KOONIN, who is (✓) personally known to me or ( ) who has produced \_\_\_\_\_ as identification and who did (did not) take an oath) and known by

me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 19<sup>th</sup> day of December, 1996.

My Commission Expires:



Charisse A. Henderson  
NOTARY PUBLIC  
State of Florida at Large

Charisse A. Henderson  
Printed Name

Commission No. \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that GAINESVILLE HOTEL ASSETS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, State of Florida, has named LAUREN B. KOONIN, located at 325 Fifth Avenue, Indialantic, FL 32903, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

 (S)  
LAUREN B. KOONIN

FILED  
97 JAN 14 PM 6 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA