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ACCOUNT NO. : 072100000032

REFERENCE : 507507 4311473

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyzdek*

ORDER DATE : August 25, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 507507-010

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

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DOMESTIC FILING

NAME: LAKESIDE - MAINGATE HOTEL  
CORP.

EFFECTIVE DATE:

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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
97 AUG 25 PM 2:58  
STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 25 PM 12:11

SN AUG 25 1997.

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**ARTICLES OF INCORPORATION**

OF

**LAKESIDE - MAINGATE HOTEL CORP.**

**FILED**

97 AUG 25 PM 2:58

SEC. STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of LAKESIDE - MAINGATE HOTEL CORP. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME, ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is LAKESIDE - MAINGATE HOTEL CORP., and the address of the principal office and mailing address of this Corporation is c/o Tollman - Hundley Hotels, 1886 Route 52, Hopewell Junction, New York 12533.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE III - PURPOSE**

The purpose for which the Corporation is organized is solely to act as general partner of Lakeside - Maingate Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), and to take all actions necessary to fulfill that role.

**ARTICLE IV - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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

The street address of the initial registered office of this corporation is:

Corporation Service Company	1201 Hays Street Tallahassee, FL 32301
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and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
Corporation Service Company	1201 Hays Street Tallahassee, FL 32301

**ARTICLE VI - INITIAL  
BOARD OF DIRECTORS**

(a) The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
James A. Cutler	c/o Tollman - Hundley Hotels 1886 Route 52 Hopewell Junction, New York 12533
Charles D. Hundley	c/o Tollman - Hundley Hotels 1886 Route 52 Hopewell Junction, New York 12533

Brett G. Tollman

c/o Tollman - Hundley Hotels  
1886 Route 52  
Hopewell Junction , New York 12533

(b) One of the directors of the Corporation (the "Independent Director") shall be a person who is not at the time of initial appointment and has not been at any time during the preceding five (5) years:

i) a stockholder, director, officer or employee of the Corporation, the Limited Partnership or any affiliate thereof;

ii) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the Corporation, the Limited Partnership or any affiliate of the Corporation or the persons and entities described above (hereinafter collectively referred to as a "Non-Qualified Person");

iii) a person or other entity controlling or under common control with any Non-Qualified Person; or

iv) a member of the immediate family of any Non-Qualified Person.

(c) In taking any actions the directors shall consider the interest of the creditor's of the Corporation and the Limited Partnership.

(d) The unanimous consent of the directors (including the Independent Director) shall be required to take any of the following actions on behalf of the Corporation:

i) amendment of the Corporation's Articles of Incorporation, amendment of the Corporation's By-Laws, voting to amend the Limited Partnership's limited partnership agreement or the withdrawal of the Corporation as the general partner of the Limited Partnership;

ii) commencing any case, proceeding or other action on behalf of the Corporation or the Limited Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, or relief of debtors;

iii) initiating proceedings or taking other action to have the Corporation or the Limited Partnership adjudicated as bankrupt or insolvent or result in the entry of an order for relief from any secured debt;

iv) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Limited Partnership;

v) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Limited Partnership of its debts under any federal or state law relating to bankruptcy;

vi) seeking or consenting to the appointment of a receiver, liquidator, assignor, trustee, sequestrator, custodian or any similar official for the Corporation or any portion of its property or assets or for the Limited Partnership or any portion of its property or assets;

vii) making an assignment for the benefit of creditors of the Corporation or the Limited Partnership;

viii) any action in furtherance of any of the foregoing; and

ix) engaging in any business activity with affiliates on other than an arms length basis.

### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brett G. Tollman	c/o Tollman - Hundley Hotels 1886 Route 52 Hopewell, NY 12533

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation, except that the board of directors may not amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that the By-law is not subject to amendment or repeal by the directors.

### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and insure its officers and directors to the fullest extent permitted under the laws of the State of Florida, provided, however, that such obligation to indemnify and insure (a) shall be subordinated to any loan and the provisions of any loan documents for which or under which the Corporation is obligated and (b) shall not constitute a claim against the

Corporation or the Limited Partnership in the event that cash flow in excess of amounts necessary to pay holder of any such loan is insufficient to pay such indemnification of insurance obligations.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of August, 1997.

  
\_\_\_\_\_  
Brett G. Tollman,  
Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Deborah D. Skipper  
Registered Agent

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TALLAHASSEE, FLORIDA