

P97000101518



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 615188 8690A

AUTHORIZATION :

Patricia P. P. 122.50

COST LIMIT : \$ 102.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 3:57

Per Carina 122.50

ORDER DATE : November 26, 1997 *122.50*

ORDER TIME : 1:54 PM

700002358447--0

ORDER NO. : 615188-005

CUSTOMER NO: 8690A

CUSTOMER: Gary L. Brown, Esq
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

File

15T

DOMESTIC FILING

NAME: MIAMI HOTEL INVESTMENTS G.P.,
INC.

EFFECTIVE DATE:

☒ GENERAL PARTNERSHIP
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*Sharon
Here's the one
we spoke about.
Thanks!
Carina*

RECEIVED
97 NOV 26 PM 3:38
DIVISION OF CORPORATION

*51
12/2*

W97-26803



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1997

DAVID W LEGGETT
CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: MIAMI HOTEL INVESTMENTS G.P., INC.
Ref. Number: W97000026803

We have received your document for MIAMI HOTEL INVESTMENTS G.P., INC. and check(s) totaling \$102.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$20.00.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 397A00056811

RECEIVED
97 DEC -2 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

MIAMI HOTEL INVESTMENTS G.P., INC.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation law of the State of Florida, do hereby certify as follows:

FIRST: The name of the Corporation is "Miami Hotel Investments G.P., Inc."

SECOND: The address of the Corporation's registered office in the State of Florida is 20803 Biscayne Boulevard, Aventura, Florida 33180. The registered agent shall be Gary L. Brown.

THIRD: The purpose of the Corporation shall be limited to serving as the general partner of Miami Hotel Investments, Ltd., a Florida limited partnership (the "Partnership") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind in its capacity as general partner of the Partnership.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1000 shares of common Stock, par value \$0.01 per share.

FIFTH: The name and mailing address of the Incorporator is as follows: The corporate principal office address shall be the same.

<u>Name</u>	<u>Mailing Address</u>
Jordan Najjar	1040 N.W. 14th Street Miami, FL 33136

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

EIGHTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director of the Corporation derived an improper financial benefit. If the law of Florida is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the law of Florida as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 3:57

Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take on its own behalf, or cause the Partnership to take any of the following actions:

- a) causing the Corporation or the Partnership to become insolvent;
- b) commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- c) instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent;
- d) consenting to the institution of bankruptcy or insolvency proceedings against the corporation or the Partnership;
- e) 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 Partnership of its debts under any federal or state law relating to bankruptcy;
- f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of the properties of the Corporation or the Partnership;
- g) making any assignment for the benefit of the Corporation's or the Partnership's creditors; or
- h) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing.

2. For so long as that certain loan between Amresco Funding Corporation ("Lender") and the Partnership (the "Loan") is outstanding, the Corporation shall not:

- a) amend the Certificate of Incorporation;
- b) engage in any business activity other than as set forth in Article THIRD;

- c) withdraw as a partner of the Partnership;
- d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets; or causing the Partnership to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Partnership's assets; or
- e) transfer its interest or a portion thereof in the Partnership, except as expressly permitted in the Loan Agreement.

3. The Corporation shall, and the Corporation shall require the Partnership to:

- a) not commingle its assets with those of any other entity and hold its assets in its own name;
- b) conduct its own business in its own name;
- c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- e) pay its own liabilities out of its own funds;
- f) maintain adequate capital in light of contemplated business operations;
- g) observe all corporate or other organizational formalities;
- h) maintain an arm's length relationship with its affiliates;
- i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- k) not acquire obligations or securities of affiliates or shareholders;
- l) not make loans to any other person or entity;
- m) allocate fairly and reasonably any overhead for shared office space;
- n) use separate stationery, invoices, and checks;

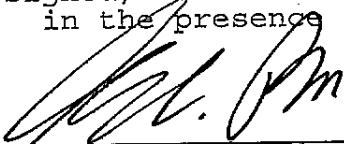
- o) not pledge its assets for the benefit of any other entity;
- p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Partnership's creditors in connection with all corporate actions.

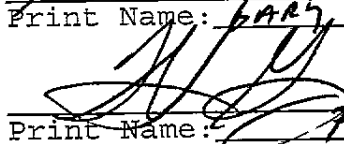
TENTH: Any and all Corporation obligations to indemnify its directors and of fleers shall not constitute a claim against the Corporation, as long as the Loan is outstanding.

IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of November, 1997, and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

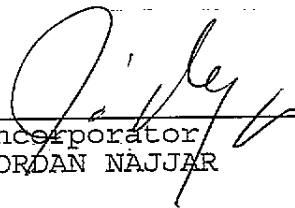
Signed, sealed & delivered
in the presence of:



Print Name: GARY L. BROWN



Print Name: Placido Gonzalez



Incorporator
JORDAN NAJJAR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 26 PM 3:57

GARY L. BROWN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MIAMI HOTEL INVESTMENTS G.P., INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: GARY L. BROWN