

P97000108183

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100002382511--9  
-12/24/97--01073--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT:** Managers at Sunrise, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Baker, Donelson, Bearman & Caldwell, Attn: Roy Keathley  
Name (Printed or typed)

165 Madison Avenue, Suite 2000  
Address

Memphis, Tennessee 38103  
City, State & Zip

(901) 526-2000  
Daytime Telephone number

FILED  
97 DEC 24 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

9/12-26-97

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be: Managers at Sunrise, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1000 Ridgeway Loop Road  
Suite 320  
Memphis, TN 38120

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 common

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

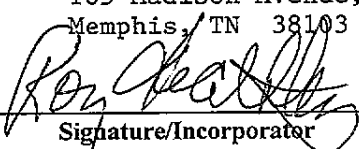
The name and Florida street address of the initial registered agent are:

Robert Kamm  
c/o Sandestin Beach Hilton  
4000 Sandestin Boulevard South  
Destin, Florida 32541

### ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Roy Keathley  
Baker, Donelson, Bearman & Caldwell, P.C.  
165 Madison Avenue, Suite 2000  
Memphis, TN 38103

  
\_\_\_\_\_  
Signature/Incorporator  
Roy Keathley

  
\_\_\_\_\_  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

FILED  
97 DEC 24 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA