

P98000004112



ACCOUNT NO. : 072100000032

REFERENCE : 666654 4348632

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 666654-005

CUSTOMER NO: 4348632

CUSTOMER: Pattie M. Rimas, Legal Asst  
SMITH GAMBRELL & RUSSELL

600002338486--1

Suite 3100  
1230 Peachtree St., N.e.  
Atlanta, GA 30309-3592

DOMESTIC FILING

NAME: PH PLANT CITY, INC.  
\*\*\*FILE FIRST\*\*\*\*\*

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

509-

W98-845

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 13 AM 11:35

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98 JAN 13 PM 12:24  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 13 AM 11:35

January 13, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PH PLANT CITY, INC.  
Ref. Number: W98000000845

We have received your document for PH PLANT CITY, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 798A00001957

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
98 JAN 14 AM 10:45  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
PH PLANT CITY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 13 AM 11:35

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 is PH Plant City, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be c/o Ehud Barkai, 638 Lindero Canyon Road, Suite 173, Agoura, California 91301.

ARTICLE III - SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 10,000 shares with \$1.00 par value per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Corporation Service Company      1201 Hays Street  
Tallahassee, Florida 32301

ARTICLE V - INCORPORATOR

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

Rawson C. Gordon, Esquire      Ste. 3100, Promenade II  
1230 Peachtree Street, N.E.  
Atlanta, Georgia 30300-3592

ARTICLE VI - EXCLUSIVE BUSINESS PURPOSES

The exclusive business purpose of the Corporation is to act as General Partner of Plan Hospitality, Ltd., a Florida limited partnership (the "Partnership"), and to enter into and perform

its obligations under that certain Agreement of Limited Partnership of Plan Hospitality, Ltd. (the "Partnership Agreement").

The Corporation shall be authorized to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

#### ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of two (2) members. The name and address of each member of the initial Board of Directors is:

<u>Director</u>	<u>Address</u>
Ehud Barkai	638 Lindero Canyon Rd., Ste. 173 Agoura, California 91301
Edith A. Barkai	638 Lindero Canyon Rd., Ste. 173 Agoura, California 91301

#### ARTICLE VIII - CORPORATE RESTRICTIONS

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, as long as the Corporation is acting as General Partner of the Partnership and the Partnership is indebted to AMRESKO Funding Corporation or an affiliate or assignee thereof (the "Lender"), without the written consent of the holder of the Lender's loan documents, as defined in the Partnership Agreement, for so long as the loan evidenced and secured by the Lender's Loan Documents remains outstanding, do any of the following:

- (1) engage in any business or activity other than those set forth in Article VI hereof;
- (2) incur any indebtedness (other than ordinary business expenses incurred to carry out the business purpose set forth in Article VI hereof), or assume or guaranty any indebtedness of any other entity, other than any indebtedness of the Partnership to Lender in connection with the acquisition, holding for investment, improvement, development, operation, leasing, selling and otherwise dealing with the real and personal property collectively known as the Days Inn Hotel, located at 301 South Frontage Road, Plant City, Florida (said real property being more particularly described in Exhibit "A" attached to the Partnership Agreement) (the "Property");
- (3) dissolve or liquidate; consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;

(4) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consent 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 its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action, or dispose of any of its interests in the Partnership, or amend, alter, change or repeal these Articles of Incorporation or the Partnership Agreement.

#### ARTICLE IX - AFFIRMATIVE COVENANTS

Notwithstanding any other provisions of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, the Corporation, as long as the Corporation is acting as General Partner and the Partnership is indebted to Lender, covenants and agrees as follows:

- (1) The Corporation shall maintain its books and records separate from any other Person;
  - (2) The Corporation shall not co-mingle its assets with any other Person;
  - (3) The Corporation shall conduct its business in its own name;
  - (4) The Corporation shall maintain separate financial statements;
  - (5) The Corporation shall pay its own liabilities out of its own funds;
  - (6) The Corporation shall observe all corporation formalities;
  - (7) The Corporation shall maintain an arm's length relationship with its affiliates;
  - (8) The Corporation shall pay the salaries of its own employees;
  - (9) The Corporation shall not guaranty, become obligated for the debts of any other Person or hold out its credit as being available to satisfy the obligations of any other Person;
  - (10) The Corporation shall conduct its business affairs with affiliates on an arm's length basis and shall fairly and reasonably allocate overhead for shared office space;
  - (11) The Corporation shall use separate stationery, invoices and checks;
  - (12) The Corporation shall not pledge its assets for the benefit of any other Person;
- and

(13) The Corporation shall, at all times, hold itself out as a separate entity.

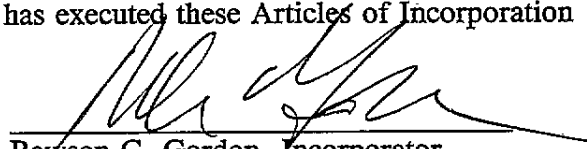
#### ARTICLE X - SUBORDINATION OF INDEMNITY OBLIGATIONS

Any indemnity obligation of the Corporation to its directors, officers and employees shall be subject to and subordinate to the obligations of the Corporation to Lender and any such indemnity obligation shall not constitute a claim against the Partnership in the event that cash flow of the Corporation is insufficient to pay any obligations to Lender.

#### ARTICLE XI - LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless the director's breach of, or failure to perform, those duties constitutes any type of liability set forth in Florida Statutes Section 607.0831. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of January, 1998.

  
Rawson C. Gordon, Incorporator

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, on behalf of Corporation Service Company, having been named registered agent of PH Plant City, Inc. (the "Corporation") and to accept service of process for the Corporation at 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts the appointment as registered agent and agrees to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and am familiar with and accept the obligations of registered agent.

Corporation Service Company

By: Gail Shelby  
Name: Gail Shelby  
Title: \_\_\_\_\_

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98 JAN 13 AM 11:35