

998000064983

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
98 OCT -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 OCT -5 PM 2:48
DIVISION OF CORPORATION

Examiner's Initials

See 10/60

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TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MAIN GATE ASSOCIATES, INC.
A FLORIDA CORPORATION**

MAIN GATE ASSOCIATES, INC., A Florida Corporation, Document Number P98000064983, whose original Articles of Incorporation were filed on July 23, 1998, a copy of which is attached, pursuant to Florida Statute 607.1001 and Florida Statute 607.1006, and authorized and approved by the unanimous vote of all the stockholders and directors of **MAIN GATE ASSOCIATES, INC.**, A Florida Corporation, at the Special Meeting of all stockholders and directors held on September 24, 1998, file this First Amendment to the Articles of Incorporation of the Corporation. (This First Amendment is filed to clarify, revise, and limit the Purpose of the Corporation.) Article III of the Corporation is amended in its entirety, as follows:

ARTICLE III - PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

A. To acquire from Famco of Tampa, Inc., A Florida Corporation, certain parcels of real property, together with all improvements located thereon, in the City of Tampa, State of Florida (the "Property").

B. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, and otherwise deal with the Property.

C. To exercise all powers enumerated in the Florida Corporation Law, Florida Statutes Chapter 607, necessary or convenient to the conduct, promotion, or attainment of the business or purposes otherwise set forth herein.

D. The Corporation shall only incur indebtedness in an amount necessary to acquire, operate, and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, its Successors or Assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the Corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its share of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as Debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Incorporation or to the Corporation's Bylaws may be made without first obtaining prior written approval of the mortgagee holding the First Mortgage on any portion of the Property.

E. Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

F. For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

4. It shall observe all corporate formalities.

5. It shall not commingle assets with those of its parent and any affiliate.

6. It shall conduct its own business in its own name.

7. It shall maintain financial statements separate from its parent and any affiliate.

8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

9. It shall maintain an arm's length relationship with its parent and any affiliate.

10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

11. It shall use stationery, invoices, and checks separate from its parent and any affiliate.

12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

13. It shall hold itself out as an entity separate from its parent and any affiliate.

For the purpose of this Article III, the following terms shall have the following meanings:

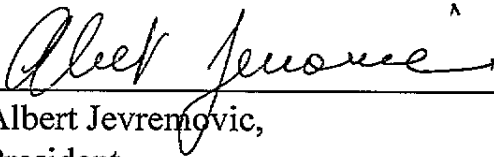
"affiliate" means any person controlling or controlled by or under the common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage, or otherwise with any director, officer, or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal, or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control", when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the

ownership of voting securities, by contract, or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a Corporation, any other corporation owning or controlling, directly or indirectly, fifty (50%) percent or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

IN WITNESS WHEREOF, Albert Jevremovic, as President of the Corporation, has hereunto set his hand and seal this 30 day of September, 1998.



Albert Jevremovic,
President

(SEAL)

STATE OF FLORIDA

COUNTY OF LEE

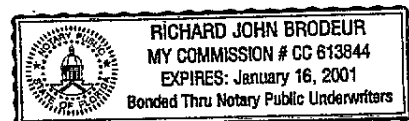
I HEREBY CERTIFY that on this day **Albert Jevremovic, as President of Main Gate Associates, Inc., A Florida Corporation,** personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. **Albert Jevremovic, as President of Main Gate Associates, Inc., A Florida Corporation,**

☒ known personally to me, or
☐ having produced as identification a passport,
driver's license, or other photo identification,
pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

and acknowledged to and before me that he is the individual described in and who executed the foregoing **FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF MAIN GATE ASSOCIATES, INC., A FLORIDA CORPORATION,** as said officer of and on behalf of said Corporation, freely and voluntarily for the purposes therein expressed, and the said **FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF MAIN GATE ASSOCIATES, INC., A FLORIDA CORPORATION** is the act and deed of said Corporation.

WITNESS my hand and official seal at the City of Sanibel Island, County of Lee, and State of Florida, this 30 day of September, A. D. 1998.

Notary Public
Printed Name of Notary:
My Commission Number is:
My Commission expires:



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MAIN GATE ASSOCIATES, INC., a Florida corporation, filed on July 23, 1998, as shown by the records of this office.

The document number of this corporation is P98000064983.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of July, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION
OF
MAIN GATE ASSOCIATES, INC.

FILED
98 JUL 23 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be **MAIN GATE ASSOCIATES, INC.**, A Florida Corporation. The principal office of the corporation is 16321 Stirling Road, Fort Lauderdale, Florida 33331; the mailing address of the corporation is 16321 Stirling Road, Fort Lauderdale, Florida 33331.

ARTICLE II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be as follows:

- A. To organize and operate a hotel business in the State of Florida.
- B. To transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 607.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock, which shall have no par value. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16321 Stirling Road, Fort Lauderdale, Florida 33331, and the name of the initial Registered Agent of this corporation is Albert Jevremovic.

ARTICLES VI - PRINCIPAL OFFICE

The principal office of the corporation is 16321 Stirling Road, Fort Lauderdale, Florida 33331; the mailing address of the corporation is 16321 Stirling Road, Fort Lauderdale, Florida 33331.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director and officer of this corporation is:

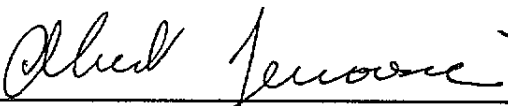
Albert Jevremovic	President / Director
16321 Stirling Road	
Fort Lauderdale, Florida 33331	

ARTICLE VIII - INITIAL INCORPORATORS

The name and address of the initial incorporator or subscriber of this corporation is:

Albert Jevremovic
16321 Stirling Road
Fort Lauderdale, Florida 33331

IN WITNESS WHEREOF, Albert Jevremovic has hereunto set his hand and seal this 22nd day of July, 1998.



Albert Jevremovic (SEAL)

STATE OF FLORIDA

COUNTY OF LEE

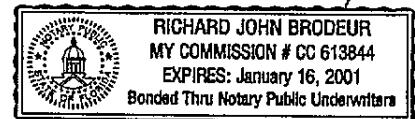
I HEREBY CERTIFY that on this day ALBERT JEVREMOVIC personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. ALBERT JEVREMOVIC,

☒ known personally to me, or
☐ having produced as identification a passport,
driver's license, or other photo identification,
pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

and acknowledged to and before me that he is the individual described in and who executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, County of LEE, and State of Florida, this 22nd day of July, A. D. 1998.

Notary Public
Printed Name of Notary:
My Commission Number is:
My Commission expires:



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98 JUL 23 PM 3:15

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE
TALLAHASSEE, FLORIDA

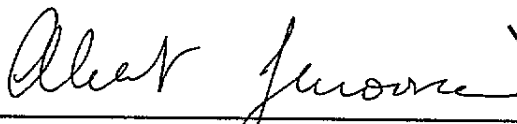
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the Registered Office / Registered Agent, in the State of Florida:

1. The name of the corporation is:

MAIN GATE ~~MYERS~~ ASSOCIATES, INC.

2. The name and address of the Registered Agent and Office of the corporation is:

Albert Jevremovic
16321 Stirling Road
Fort Lauderdale, Florida 33331



Signature of Corporate Officer

Albert Jevremovic

Title: President

Date: July **22**, 1998

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 of Resident Agent

Albert Jevremovic

Date: July **22**, 1998