

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

98 AUG -7 PM 1:39

P980000069136

Plant City GP, Inc

200002610612--8
-08/07/98--01055--003
****227.50 *****70.00

File First

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED
98 AUG -7 AM 11:02
DIVISION OF CORPORATIONS

RP
080798

ARTICLES OF INCORPORATION

OF

PLANT CITY GP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -7 PM 1:39

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **PLANT CITY GP, INC.**, and its mailing address is 111 West Fortune Street, Tampa, FL 33602.

ARTICLE II
Purpose and Powers

Section 1. The nature of the business and the purpose to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the sole general partner of a limited partnership whose purpose is to own and operate that certain hotel located on certain parcels of real property described on the attached Exhibit "A", together with all improvements located thereon, in the City of Plant City, State of Florida, (the "Property") and to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida, including Chapter 607 of the *Florida Statutes*, necessary or convenient to the conduct, promotion or attainment of the business and purpose otherwise set forth herein.

ARTICLE III
Separate Covenants

In order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

Section 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.

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

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

Section 4. It shall observe all corporate formalities.

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

- Section 6. It shall conduct its own business in its own name.
- Section 7. It shall maintain financial statements separate from its parent, if any, and any affiliate.
- Section 8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
- Section 9. It shall maintain an arm's length relationship with its parents and any affiliate.
- Section 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.
- Section 11. It shall use stationary, invoices and checks separate from its parent and any affiliates.
- Section 12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
- Section 13. It shall hold itself out as an entity separate from its parent and any affiliate.

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

"affiliate" means any person controlling or controlled by or under 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, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means to 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 percent (50%) 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.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V

Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is:

DAVID H. CALLEN
111 W. Fortune Street
Tampa, FL 33602

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII
Initial Officers

Section 1. The Initial Officers of the corporation are those described below and whose name and address is:

President	DAVID H. CALLEN 111 W. Fortune Street Tampa, FL 33602
-----------	---

Secretary/Treasurer	DAVID H. CALLEN 111 W. Fortune Street Tampa, FL 33602
---------------------	---

Section 2. The offices of the corporation shall be as provided in the Bylaws of the Corporation.

Section 3. Officers shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE IX
Amendments

Subject to the provisions of Article II, Section 2(e) above, these Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE X
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **105 South Florida Avenue, Lakeland, Florida 33801.**

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **JOHN L. MANN.**

ARTICLE XI
Incorporator

The Incorporator is **JOHN L. MANN** whose address is 105 South Florida Avenue, Lakeland, Florida 33801.


IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 6th day of August, 1998.



JOHN L. MANN

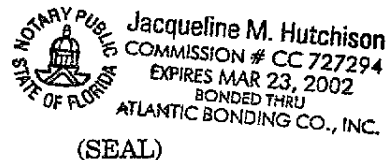
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by **JOHN L. MANN.**



Notary Public

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for **PLANT CITY GP, INC.**, as stated in these Articles of Incorporation.



JOHN L. MANN

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 1:39

Exhibit "A"

Lot 1, TOWNSGATE WEST, according to the Plat thereof on file in the Office of the Clerk of the Circuit Court in and for Hillsborough County, Florida, recorded in Plat Book 73, page 44; said lands situate, lying and being in Hillsborough County, Florida, LESS that portion as taken by the State of Florida Department of Transportation in Stipulated Final Judgment in Official Records Book 8159, page 512.