

P98000099248

Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

FILED
99 JUN 25 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Office Use Only

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

1. Church Street Station of Orlando, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mailbox ☐ Will wait ☐ Photocopy ☒ Certificate of Service

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

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

000002915350--9
-06/25/99--01014--008
*****87.50 *****87.50

C. COULLETTE JUN 25 1999

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"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 JUN 25 AM 9 34
JUN 25 1999
TALLAHASSEE, FLORIDA

Law Offices

HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600
P.O. Box 1526 (ZIP 32802-1526)
Orlando, Florida 32801

407-425-8500
FAX 407-244-5288
www.hklaw.com

Atlanta	Northern Virginia
Boston	Orlando
Fort Lauderdale	Providence
Jacksonville	San Francisco
Lakeland	St. Petersburg
Melbourne	Tallahassee
Mexico City	Tampa
Miami	Washington, D.C.
New York	West Palm Beach

June 24, 1999

STEPHEN R. LOONEY
BOARD CERTIFIED TAX LAWYER
DIRECT DIAL: 407-244-1148
30TH FLOOR FAX: 407-244-5170
Email address: slooney@hklaw.com

Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

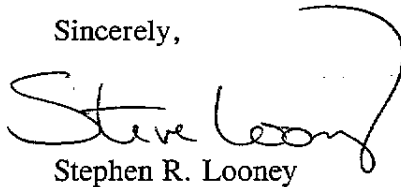
Re: Articles of Restatement to the Articles of Incorporation
of Church Street Station of Orlando, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Restatement to the Articles of Incorporation of Church Street Station of Orlando, Inc., together with a check for \$87.50 to cover the \$35.00 filing fee, \$35.00 change of registered agent fee, \$8.75 certified copy fee and \$8.75 certificate of status fee.

Once the Articles of Restatement have been filed, the certified copy and the certificate of status should be returned to this office.

Sincerely,



Stephen R. Looney

SRL/lls
Enclosures

ARTICLES OF RESTATEMENT
TO
THE ARTICLES OF INCORPORATION
OF
CHURCH STREET STATION OF ORLANDO, INC.

99 FILED
JUN 25 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Restatement to its Articles of Incorporation:

Article I - Name

The name of the corporation is CHURCH STREET STATION OF ORLANDO, INC.
(hereinafter referred to as the "Corporation").

Article II - Amendments to Articles of Incorporation

The restatement of the Articles of Incorporation of the Corporation contains amendments to the Articles of Incorporation requiring shareholder approval.

**Article III - Adoption and Text of Articles of Restatement
to the Articles of Incorporation**

All of the directors of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 24th day of June, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 24th day of June, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the restatement of the Articles of Incorporation.

RESOLVED, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

"ARTICLE I
Name of Corporation

The name of this Corporation shall be CHURCH STREET STATION OF ORLANDO, INC.

ARTICLE II
Principal Office

The principal office of the Corporation is located at 6100 Deacon Drive, Windermere, Florida 34786, and its mailing address is the same.

ARTICLE III
Corporate Purposes, Power and Rights

1. The purposes of the Corporation shall be limited to: (a) owning, operating, managing and leasing the property commonly known as "CHURCH STREET STATION" (the "Property") and activities incidental thereto; (b) the ownership of all of the stock of BALLYVOLANE HOLDING, INC.; (c) the ownership of all of the stock of CHURCH STREET STATION GAMES, INC.; (d) the ownership of all of the stock of CHURCH STREET STATION LAND COMPANY, INC.; and (e) the ownership of fifty percent (50%) of the outstanding common stock of VIVALDI RESTAURANT, INC.

2. The Corporation shall be prohibited from incurring indebtedness of any kind except for mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of CITICORP USA, INC. and its successors and assigns ("Lender") with respect to the Indebtedness and trade payables incurred in the ordinary course of business.

3. A unanimous vote of the Board of Directors is required to take any of the following actions:

- (a) causing the Corporation to become insolvent;

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

4. For so long as the Indebtedness is outstanding, the Corporation shall not:

- (a) amend the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in this Article III; or

- (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

5. The Corporation shall:

- (a) hold its assets in its own name and not commingle its assets with those of any other entity;
- (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.

6. The Board of Directors is to consider the interest of the Corporation's creditors in connection with all corporate actions.

ARTICLE IV Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a par value of \$0.01 per share.

ARTICLE V Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida shall be 6100 Deacon Drive, Windermere, Florida 34786. The registered agent of the Corporation at the registered office shall be GERARD O'RIORDAN.

ARTICLE VI
Board of Directors

The Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until their successors are elected at a meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Gerard O'Riordan	6100 Deacon Drive Windermere, Florida 34786
Tyler Piercy	6100 Deacon Drive Windermere, Florida 34786

ARTICLE VII
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law; provided, however, that any and all obligations of the Corporation to indemnify its directors and officers shall not constitute a claim against the Corporation, so long as the Loan is outstanding."

Article IV - Effective Date of Restatement

The effective date of the restatement of the Articles of Incorporation of the Corporation set forth herein shall be as of the 24th day of June, 1999.

Dated this 24th day of June, 1999.

CHURCH STREET STATION OF ORLANDO, INC.

By: _____


Gerard O'Riordan, Pres.

ACCEPTANCE OF REGISTERED AGENT

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.



Gerard O'Riordan, Registered Agent

Date: June 24, 1999