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**CAPITAL CONNECTION, INC.**

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

CH Inns, Inc., ~~Inc.~~

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- ☒ Art of Inc. File
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- ☐ Trade/Service Mark
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
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- ☐ Officer Search
- ☐ Fictitious Search
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ARTICLES OF INCORPORATION

OF

CH INNS, INC.

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 CH INNS, 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 develop, own and operate hotels located in the State of Florida or elsewhere.

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 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 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 use stationary, invoices and checks separate from its parent and any affiliates.

Section 11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

Section 12. 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 West 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 West Fortune Street  
                 Tampa, FL 33602

Secretary/Treasurer

David H. Callen  
111 West 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 25<sup>th</sup> day of March, 1999.



JOHN L. MANN

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of March, 1999, by JOHN L. MANN.

  
Notary Public

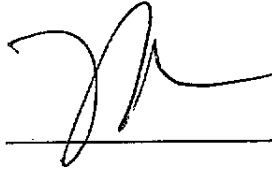
My Commission Expires: \_\_\_\_\_

(SEAL)

 Jacqueline M. Hutchison  
COMMISSION # CC 727294  
EXPIRES MAR 23, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACCEPTANCE

I hereby accept to act as initial Registered Agent for CH  
INNS, INC., as stated in these Articles of Incorporation.



JOHN L. MANN

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