

P99000035676

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000167416 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0380

From: *Shari Curcio*  
Account Name : FOWLER, WHITE 2  
Account Number : 119990000148  
Phone : (813) 228-7411  
Fax Number : (813) 228-9401

FILED  
05 JUL 11 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

105-1941

BASIC AMENDMENT

ZIEG HOSPITALITY CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED  
05 JUL 11 AM 8:00  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

*Amend & Resubmit EN*  
7-11-05  
7/11/2005

FILED  
05 JUL 11 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ZIEG HOSPITALITY CORPORATION**

Pursuant to 607.0602, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, Zieg Hospitality Corporation hereby certifies that:

**FIRST:** The corporation is named Zieg Hospitality Corporation and was incorporated in the state of Florida on April 16, 1999. These Amended and Restated Articles of Incorporation amend, restate, and supersede in their entirety any and all prior Articles of Incorporation of the corporation filed with the State of Florida from the date of the corporation's original incorporation through the date hereof.

**SECOND:** These Amended and Restated Articles of Incorporation, were adopted by the shareholders and directors of the corporation in the manner and by the vote required by the Florida Business Corporation Act. These Amended and Restated Articles of Incorporation contain amendments to the existing Articles of Incorporation that require shareholder approval. These amendments were approved by the shareholders of the corporation pursuant to a Unanimous Written Consent to Corporate Action dated the 6<sup>th</sup> day of JULY, 2005 and the votes cast by the shareholders was sufficient for approval.

**ARTICLE I**

**Name and Address**

The name of this corporation shall be Zieg Hospitality Corporation.

The principal office and mailing address of this corporation shall be 6231 Lake Osprey Drive, Sarasota, Florida 34240.

**ARTICLE II**

**Existence of Corporation**

Fax Audit No. H05000167416 3

Page 2 of 6

This corporation shall have perpetual existence.

### ARTICLE III

#### Purposes

Notwithstanding any provision hereof to the contrary, the following shall govern: 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 own and operate a certain parcel of real property, together with all improvements located thereon, in the City of Sarasota, 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 Business Corporation Act of necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

### ARTICLE IV

#### General Powers

Notwithstanding any provision hereof to the contrary, the corporation shall only incur indebtedness in an amount necessary to own, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. The corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article IV and in Article V below and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on 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

Fax Audit No. H05000167416 3

Fax Audit No. H05000167416 3

Page 3 of 6

statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to these Amended and Restated Articles of Incorporation or to the corporation's By-Laws may be made without first obtaining approval of the mortgagees holding first mortgages on the Property.

## ARTICLE V

### Separateness Covenants

Notwithstanding any provision hereof to the contrary, for so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Amended and Restated Articles of Incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

(a) 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.

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

(c) Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

(d) It shall not commingle assets with those of its parent and any affiliate.

(e) It shall conduct its own business in its own name.

(f) It shall maintain financial statements separate from its parent and any affiliate.

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

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

(i) 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.

Fax Audit No. H050001674163

Page 4 of 6

(j) It shall use stationery, invoices and checks separate from its parent and any affiliate.

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

(l) It shall hold itself out as an entity separate from its parent and any affiliate."

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

(m) "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, 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.

(n) "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.

(o) "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 VI**

**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 10,000 shares of common capital stock having a par value of \$1.00 per share of which (i) 5,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 5,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to

Fax Audit No. H050001674163  
Page 5 of 6

no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called off such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VII

### Registered Office and Registered Agent

The street address of the corporation's registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's registered agent at such address is Jeffrey C. Shannon.

## ARTICLE VIII

### Board of Directors

The number of directors of the corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

## ARTICLE IX

### Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.


The Corporation shall indemnify to the fullest extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil,

criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article IX is a part to authorized corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the corporation, has caused these Amended and Restated Articles of Incorporation to be executed this 8<sup>th</sup> day of JULY, 2005

By:   
 Harold Z. Steinbrenner  
 Its: \_\_\_\_\_

#1730472v3