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FILED  
May 15 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **S78973** (2)

1. Corporation Name  
**SOUTHFIELD HOTEL MANAGEMENT, INC.**

Principal Place of Business <b>755 CROSSOVER LANE MEMPHIS TN 38117-4900 US</b>	Mailing Address <b>755 CROSSOVER LANE MEMPHIS TN 38117-4900 US</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

**09/10/1991**

4. FEI Number

**62-1476762**

Applied For

Not Applicable

5. Certificate of Status Desired ☐

**\$8.75 Additional  
Fee Required**

6. Election Campaign Financing  
Trust Fund Contribution ☐

**\$5.00 May Be  
Added to Fees**

8. This corporation owes or has paid the current year Intangible  
Personal Property Tax due June 30. ☐ Yes ☒ No

9. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

**FL**

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE ☐ DELETE

NAME **D**  
STREET ADDRESS **SCHULTZ, RAYMOND E**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

TITLE ☐ DELETE

NAME **SV**  
STREET ADDRESS **KELTNER, THOMAS L**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

TITLE ☒ DELETE

NAME **DV**  
STREET ADDRESS **SULLIVAN, DAVID**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

TITLE ☒ DELETE

NAME **SVT**  
STREET ADDRESS **DEMPSEY, DONALD H**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

TITLE ☐ DELETE

NAME **SVS**  
STREET ADDRESS **LAKE, RALPH B.**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

TITLE ☒ DELETE

NAME **SV**  
STREET ADDRESS **WELLS, MARK C.**  
CITY-ST-ZIP **755 CROSSOVER LANE  
MEMPHIS TN**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☒ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☒ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☒ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*W. H. H. L.*

4/27/98

901-374-5279

CR2E034 (10/97)

**SOUTHFIELD HOTEL MANAGEMENT, INC.**

**DIRECTORS**  
**62-1476762**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Raymond E. Schultz	755 Crossover Lane Memphis, TN 38117
Richard M. Kelleher	755 Crossover Lane Memphis, TN 38117

**OFFICERS**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>	<b>TITLE</b>
Richard M. Kelleher	755 Crossover Lane Memphis, TN 38117	President
Thomas L. Keltner	755 Crossover Lane Memphis, TN 38117	Senior Vice President
Ralph B. Lake	755 Crossover Lane Memphis, TN 38117	Senior Vice President & Secretary
M. Ronald Halpern	755 Crossover Lane Memphis, TN 38117	Vice President & Assistant Secretary
Peter H. Kesser	755 Crossover Lane Memphis, TN 38117	Vice President & Assistant Secretary
Carol G. Champion	755 Crossover Lane Memphis, TN 38117	Treasurer
R. Bryan Mulroy, Jr.	755 Crossover Lane Memphis, TN 38117	Assistant Treasurer
W. Steven Standefer	755 Crossover Lane Memphis, TN 38117	Assistant Treasurer