

L100000035543

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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B. KOHR

APR - 1 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 336852 4813078
AUTHORIZATION : *Spudde man*
COST LIMIT : \$ 150.00

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ORDER DATE : April 1, 2010
ORDER TIME : 11:15 AM
ORDER NO. : 336852-010
CUSTOMER NO: 4813078

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DOMESTIC FILING

NAME: DISNEY VACATION CLUB HAWAII
MANAGEMENT COMPANY, LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Disney Vacation Club Hawaii Management Corp.

(Enter Name of Other Business Entity)

PO8000077914

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on August 21, 2008.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Disney Vacation Club Hawaii Management Company, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

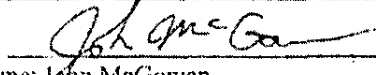
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Signed this 30th day of March 2010

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: 
Printed Name: Marsha L. Reed Title: Authorized Representative

Signature(s) on behalf of Other Business Entity: (See below for required signature(s).)

Signature: 
Printed Name: John McGowan Title: Secretary

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Disney Vacation Club Hawaii Management Company, LLC
(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

<u>Principal Office Address:</u>	<u>Mailing Address:</u>
<u>1390 Celebration Boulevard</u>	<u>1390 Celebration Boulevard</u>
<u>Celebration, FL 34747</u>	<u>Celebration, FL 34747</u>

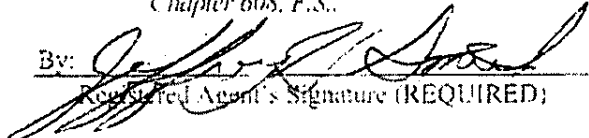
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Jeffrey H. Smith
Name
1375 Buena Vista Street, 4th Floor North
Florida street address (P.O. Box NOT acceptable)
Lake Buena Vista FL 32830
City, State, and Zip.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

By: 
Registered Agent's Signature (REQUIRED)

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ARTICLE IV- Manager(s) or Managing Member(s):

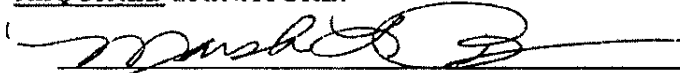
The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
"MGR" = Manager "MGRM" = Managing Member	
<u>MGR - President</u>	<u>James M. Lewis</u> <u>1390 Celebration Boulevard</u> <u>Celebration, FL 34747</u>
<u>MGR- SVP</u>	<u>Jeff Vahle</u> <u>1375 Buena Vista Drive</u> <u>Lake Buena Vista, FL 32830</u>
<u>MGR - VP & AS</u>	<u>Thomas Katheder</u> <u>1375 Buena Vista Drive, 4th Floor North</u> <u>Lake Buena Vista, FL 32830</u>
<u>MGR - VP & AS</u>	<u>Marsha L. Reed</u> <u>500 S. Bucna Vista Street</u> <u>Burbank, CA 91521</u> (Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____.
(OPTIONAL)

(The effective date: **1**) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2**) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marsha L. Reed, Vice President and Assistant Secretary

Typed or printed name of signee

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

ARTICLES OF ORGANIZATION

Disney Vacation Club Hawaii Management Company, LLC

ARTICLE IV – Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

<u>TITLE</u>	<u>Name and Address:</u>
MGR – Senior Vice President	Ed Fouche 220 Celebration Place Celebration, FL 34747
MGR – Vice President	Djuan L. Rivers 1100 Alakea Street, Suite 1280 Honolulu, HI 96813
MGR – Vice President	Craig Parsons 220 Celebration Place Celebration, FL 34747
MGR – Secretary	John McGowan 1375 Buena Vista Dr., 4 th Floor North Laké Buena Vista, FL 32830
MGR – Treasurer	Lawrence C. Smith 1390 Celebration Boulevard Celebration, FL 34747
MGR – Assistant Secretary	Leigh Anne Nieman 1390 Celebration Boulevard Celebration, FL 34747
MGR – Assistant Treasurer	Anne L. Buettner 500 S. Buena Vista Street Burbank, CA 91521
MGR – Assistant Treasurer	James D. Hanford 500 S. Buena Vista Street Burbank, CA 91521
MGR – Assistant Treasurer	Michael Salama 500 S. Buena Vista Street Burbank, CA 91521