



Hilton
Grand Vacations Company

N010000003504

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 11, 2001

Via Federal Express

Florida Secretary of State
Division of Corporations
P.O. Box 6327 Tallahassee, FL 32314
409 E. Gaines Street
Tallahassee, FL 32399

500004215575-3
-05/14/2001-0118-020
*****78.75 *****78.75

Re: Articles of Incorporation of Tuscany Vacation Suites Owners'
Association, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 for the filing fee, registered agent designation and a certified copy. Please return the certified copy to me at the following address:

Ms. Liz Santini
Hilton Grand Vacations Company, LLC
6355 MetroWest Blvd., Suite 180
Orlando, FL 32835
(407) 521-3100

Your assistance in this matter is greatly appreciated. Should you have any questions, please do not hesitate to contact Rebekah B. Ellouze, Manager - Legal Services or me.

Sincerely,

Liz Santini
Executive Assistant

Enclosures

Hilton Grand Vacations Company, LLC • 6355 Metro West Boulevard, Suite 180 • Orlando, Florida 32835
Tel: +1 407 521 3100 • Website: www.hgvc.com

Hilton Hotels & Resorts • Hilton Garden Inn • Hilton Suites • Hilton Grand Vacations Company
Doubletree Hotels, Suites, Resorts, Clubs • Embassy Suites Hotels • Hampton Inn • Hampton Inn & Suites • Harrison Conference Centers
Homewood Suites by Hilton • Red Lion Hotels & Inns • Conrad International Hotels

CB 5-18

ARTICLES OF INCORPORATION
OF
TUSCANY VILLAGE VACATION SUITES
OWNERS ASSOCIATION, INC.

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ARTICLE I
Name

The name of the corporation shall be Tuscany Village Vacation Suites Owners Association, Inc. For convenience this corporation shall be referred to as the "Association."

In the event the Project (as defined below) ever ceases to be an HGVClub Affiliated Resort, or the Management Contract between the Association and Hilton Grand Vacations Company, LLC is ever terminated without the consent of Hilton Grand Vacations Club, LLC, a Delaware limited-liability company, all reference to Hilton or Hilton Grand Vacations Club shall cease. In no event shall the board of directors utilize a name that uses or makes reference to the name "Hilton," "Hilton Grand Vacations Club," "HGVClub" or any other name that connotes any association with the Hilton name (collectively, the "Hilton Name"). In such event the Association, board of directors, and any and all Owners shall be prohibited from using the Hilton Name in any manner whatsoever and shall immediately be required to:

(a) Remove all signs containing the Hilton Name from the Property and from any offsite location to the extent the sign refers to the Project;

(b) Destroy all stationery, descriptive literature or printed or written matter bearing the Hilton Name other than books and records of the Association;

(c) Cease and desist from using the Hilton Name orally or in writing in referring to the Association or the Project; and

(d) Take immediate action to effect changes to the names of the Association and the documents of the Project reflecting the Hilton Name to eliminate all such references.

ARTICLE II
Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a timeshare project, to be known as Tuscany Village Vacation Suites (the "Project") in accordance with the Declaration of Covenants, Conditions and Restrictions and Vacation Ownership Interest Tuscany Village Vacation Suites (the "Declaration"), and such other timeshare projects as the board of directors of the Association shall deem appropriate from time to time. All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires. In the event the board of directors ever deems it appropriate for the Association to manage, operate and maintain timeshare project other than the Project, with respect to such projects, all terms in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the declarations for such other projects, unless the context otherwise requires.

2. The Association shall be a nonprofit corporation and shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

a. To adopt a budget and make and collect assessments against members to defray the costs of the Project.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, manage, repair, replace and operate the Project Property.

d. To reconstruct improvements after casualty and construct further improvements to the Property.

e. To promulgate and amend the Rules and Regulations respecting the use of Property.

f. To enforce by legal means the provisions of the various Documents, these Articles, the Bylaws of the Association and the Rules and Regulations.

g. To contract for the management of the Project and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Project Documents to have approval of the board of directors or the members of the Association. Notwithstanding any provisions contained in these Articles to the contrary, it is the intent of these Articles that the ability of the board of directors of the Association to independently terminate a contract for the management of the Project without a vote of the Owners as provided in Chapter 721 shall be governed solely by the terms and conditions of said management contract.

h. To maintain, manage, repair, replace and operate the property of the single project resulting from a merger of this Project with another independent and separate project pursuant to the merger provisions of the Declaration.

i. To operate and manage any reservation system created for the Project.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Project Documents.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

Members

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. An Owner shall be entitled to one (1) vote for each Ownership Interest which he may own. The Owner of a Vacation Support Areas be entitled to fifty-two (52) votes.

2. Changes in membership in the Association shall be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Ownership Interest in the Project and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Ownership Interest.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of not less than five (5) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of five (5) directors.

2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

3. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Kim Kreiger	6355 MetroWest Boulevard, Suite 180 Orlando, Florida 32835
Johann Murray	6355 MetroWest Boulevard, Suite 180 Orlando, Florida 32835
David L. Pontius	6355 MetroWest Boulevard, Suite 180 Orlando, Florida 32835
Larry Kirk	6355 MetroWest Boulevard, Suite 180 Orlando, Florida 32835
Dan Carricato	6355 MetroWest Boulevard, Suite 180 Orlando, Florida 32835

ARTICLE VI

Officers

The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected by the board of directors at its first meeting following each annual meeting of the members of the Association. Officers shall serve without compensation at the pleasure of the board of directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of president and vice-president shall not be held by the same person, nor shall the offices of president and secretary or assistant secretary or treasurer or assistant treasurer be held by the same person. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	David L. Pontius
Vice-President:	Dan Carricato
Secretary	Kim Kreiger
Treasurer:	Johann Murray

ARTICLE VII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

Bylaws

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3rds) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Bylaws may be altered, amended or rescinded by not less than two-thirds (2/3rds) of all the directors and by not less than a majority vote of the members of the Association, other than the Declarant, present at a duly called meeting of the Association.

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. Until the first election of a majority of directors by members other than the Declarant, proposal of an amendment and approval thereof shall require the affirmative action of two-thirds (2/3) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof need be had.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the members of the Association present at a duly called meeting of the Association.

4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes to carry out the purposes of the project and to expand or enhance the Timeshare Plan.

ARTICLE X

Term

The term of the Association shall be the life of the Project. The Association shall be terminated by the termination of the Project in accordance with the Declaration.

ARTICLE XI

Special Meetings

Special members' meetings shall be held whenever called by a majority of the board of directors and must be called by such officers upon receipt of a written request from five percent (5%) of the members of the Association, unless otherwise provided by law. Notice of such meeting shall in acc. with Bylaws.

ARTICLE XII

Incorporator

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Rebecca Sloan	6355 Metro West Boulevard, Suite 180 Orlando, Florida 32835

ARTICLE XIII
Registered Agent

The Association hereby appoints Rebecca Sloan as its Registered Agent to accept service of process within this state at 6355 MetroWest Boulevard, Suite 180, Orlando, Florida 32835.

ARTICLE XIV
Principal Office

The address of the principal office of the Association is 6355 MetroWest Boulevard, Suite 180, Orlando, Florida 32835.

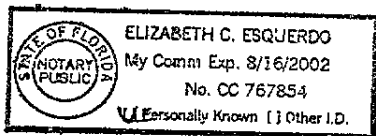
April, 2001. **IN WITNESS WHEREOF** the incorporator has hereto affixed his signature this 25th day of

By: Rebecca Sloan
Rebecca Sloan

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 25th day of April, 2001, 2001, by Rebecca Sloan on behalf of the corporation. She is personally known to me.

(NOTARY SEAL)



Elizabeth C. Esquerdo
(Notary Signature)
Elizabeth C. Esquerdo
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC 767854

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That TUSCANY VILLAGE VACATION SUITES OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the Orlando, County of Orange, State of Florida, has named Rebecca Sloan as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

Dated:

April 25, 2007

By:

Rebecca Sloan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA