

No 100000391

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

WESTGATE RESORTS FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 14, 2002

WESTGATE RESORTS FOUNDATION, INC.
5601 WINDHOVER DRIVE
ORLANDO, FL 32919

SUBJECT: WESTGATE RESORTS FOUNDATION, INC.
REF: N01000003915

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

OUR RECORDS REFLECT THE ORIGINAL ARTICLES OF INCORPORATION FILED WITH THE SECRETARY OF STATE ON JUNE 5, 2001 LISTING ONLY THREE MEMBERS OF THE BOARD OF DIRECTORS. THE THREE INITIAL MEMBERS OF THE BOARD OF DIRECTORS ARE DAVID SEIGEL, MARK WALTRIP AND KAREN WALTRIP. IF THESE THREE DIRECTORS ARE LISTED AND ONLY THESE THREE THEN THE WORD "INITIAL" CAN BE USED IN THE AMENDED AND RESTATED ARTICLES. IF YOU ADD EIGHT ADDITIONAL DIRECTORS TO THE THREE INITIAL DIRECTORS THAT WOULD NOT BE CONSIDERED THE INITIAL BOARD OF DIRECTORS AND YOU WOULD NEED TO REMOVE THE WORD "INITIAL" FROM THE DOCUMENT REGARDING THE BOARD OF DIRECTORS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 13, 2002

WESTGATE RESORTS FOUNDATION, INC.
5601 WINDEHOVER DRIVE
ORLANDO, FL 32919

SUBJECT: WESTGATE RESORTS FOUNDATION, INC.
REF: N01000003915

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000181443
Letter Number: 902A00061686

AUDIT NO. H 020001814431

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
WESTGATE RESORTS FOUNDATION, INC.
(Not-For-Profit)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be Westgate Resorts Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 5601 Windhover Drive, Orlando, Florida 32819.

**ARTICLE III
DURATION**

The term of existence of the Corporation shall be perpetual.

**ARTICLE IV
CORPORATE NATURE**

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE V
CORPORATE PURPOSES**

The purposes of this Corporation are to receive and administer funds exclusively for scientific, literary, religious, charitable or educational purposes. For purposes aforesaid, this Corporation shall be entitled to receive and accept gifts and bequests of money or property, whether real, personal or mixed, and to assent to and carry out conditions, if any, attached to such gifts or bequests if such conditions are not incompatible with the purposes of this Corporation as herein set forth; and, subject to limitations, if any, imposed by law or by instruments of transfer of any gift or bequest, to hold, invest and reinvest, grant, sell, mortgage, lease, lend, make gifts of, use and otherwise dispose of any such money or property so received by this Corporation, including the income therefrom, for any of the purposes of this Corporation as hereinabove set forth.

**ARTICLE VI
AUTHORIZED MEMBERSHIP CERTIFICATES**

a. This Corporation shall be authorized to issue one thousand (1,000) Membership Certificates.

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b. All Membership Certificates issued by the Corporation shall contain a statement on the face thereof that it is a non-profit corporation. If such shares are restricted as to their sale or purchase, the Membership Certificates shall bear a legend stating that such Certificates are restricted in the manner described in the By-Laws or any agreement between the Members, and that a copy of such By-Laws or agreements shall be provided to all Members.

c. Except as otherwise prescribed by Florida Law, each Membership Certificate shall entitle the holder thereof to one vote.

ARTICLE VII MANNER OF ELECTION

The method of election of the Members of the Board of Directors as well as any qualifications for being a Member of the Board of Directors; the procedures for replacing lost or damage Membership Certificates; the process for providing notice of a Members meeting and a date on which meeting is to be held; the power to call the meetings of Members and Directors; the location of additional offices; the issuance of Membership Certificates; the method for filling a vacancy on the Board of Directors, and the authority of the Corporation to enter into obligations with its Directors or Members shall be provided from time to time by the By-Laws of the Corporation.

In furtherance, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and rescind the By-Laws of the Corporation, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and leases upon the real or personal property of the Corporation.

ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

a. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be eleven (11).

The Directors named herein as the Board of Directors shall hold office until the meeting of Members at which time an election of Directors shall be held.

Directors elected at the annual meeting, and that all times thereafter, shall serve for a term of one (1) year until the annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one of the Board of Directors under any provision of law maybe taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such written

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consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any Certificate or document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act.

The names and addresses of such Members of the Board of Directors are as follows:

David Siegel 5601 Windhover Dr. Orlando FL 32819	Mark Waltrip 5601 Windhover Dr. Orlando FL 32819	Karen Waltrip 5601 Windhover Dr. Orlando FL 32819
Jacqueline Siegel 5601 Windhover Dr. Orlando FL 32819	Tom Dugan 5601 Windhover Dr. Orlando FL 32819	Jim Gissy 5601 Windhover Dr. Orlando FL 32819
Barry Siegel 5601 Windhover Dr. Orlando FL 32819	Richard Siegel 5601 Windhover Dr. Orlando FL 32819	David Crabtree 5601 Windhover Dr. Orlando FL 32819
Steve Siegel 5601 Windhover Dr. Orlando FL 32819	Jean MacNeal 5601 Windhover Dr. Orlando FL 32819	

b. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Secretary and Treasurer, and such other Officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as the Corporate Officers:

President	David Siegel
Vice President	Mark Waltrip
Secretary	Tom Dugan
Treasurer	Tom Dugan

c. No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a Director or Officer; provided, that this provision shall eliminate or limit liability of a Director or Officer only to the extent permitted from time to time by the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

d. The Corporation shall indemnify any Director or Officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party, or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact he or she is or was a Director, Officer, employee,

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or agent of the Corporation, against any expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

e. Expenses (including attorneys' fees) incurred by a Director, Officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a Director or Officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes. Such expenses may be so paid upon the terms and conditions, if any, as the Board of Directors may deem appropriate.

ARTICLE IX EARNINGS AND ACTIVITIES OF CORPORATION

a. No part of the net earnings of the Corporation shall inure to the benefit or, be distributable to its Members, Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

d. Notwithstanding any other provision in these Articles of Incorporation:

i. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

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ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iii. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iv. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

v. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE X DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended, (or future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI MEMBERSHIP

The qualification for Members and the manner of their admission shall be regulated by the By-Laws of this Corporation.

ARTICLE XII DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof, or to the benefit of any private individual.

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**ARTICLE XIII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be affected by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote in the manner set forth in the By-Laws of this Corporation.

**ARTICLE XIV
INCORPORATOR**

The name and street address of the incorporator is:

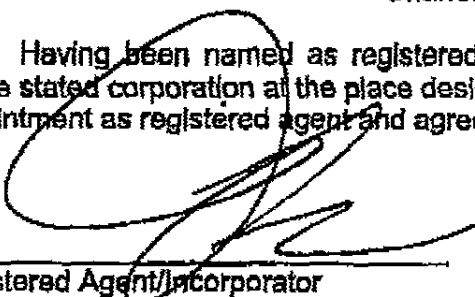
Michael E. Marder, Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 W. Central Boulevard, Suite 1100
Orlando FL 32801

**ARTICLE XV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent is:

Michael E. Marder, Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 W. Central Boulevard, Suite 1100
Orlando FL 32801

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.



Registered Agent/Incorporator

11/14/02

Date

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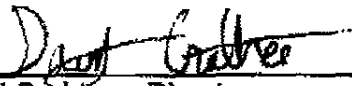
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**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
FOR
WESTGATE RESORTS FOUNDATION, INC.**

The undersigned hereby acknowledges and agrees that the attached Restated Articles of Incorporation were adopted and approved by the Board of Directors on November 13, 2002 and does not contain any Amendments requiring Member approval.



David Crabtree, Director

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