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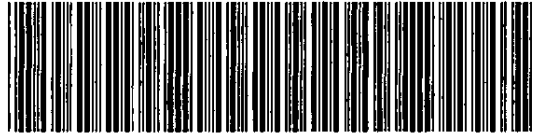
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC.

**DOCUMENT NUMBER:** N10000003072

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Starks, Jr.

(Name of Contact Person)

Disney Development, Inc.

(Firm/ Company)

1390 Celebration Blvd.

(Address)

Celebration, Florida 34747

(City/ State and Zip Code)

John.W.Starks.Jr@Disney.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John M. McGowan

(Name of Contact Person)

at ( 407 ) 828-5596

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 21, 2010

JOHN STARKS, JR.  
1390 CELEBRATION BLVD.  
CELEBRATION, FL 34747

SUBJECT: ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: N10000003072

We have received your document for ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 410A00009832

**ARTICLES OF INCORPORATION  
OF ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC.**  
(Amended and Restated)

All terms used in these Articles of Incorporation of ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC. (the "**Articles**") shall have the same meaning as the identical terms used in the Declaration of Condominium Property Regime for Aulani, *Disney Vacation Club*® Villas, Ko Olina, Hawai'i Condominium (the "**Declaration**"), unless the context otherwise requires.

**ARTICLE I - Name**

The name of the corporation shall be ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC. (the "**Condominium Association**").

**ARTICLE II - Purposes**

1. The purpose for which the Condominium Association is organized is to be the unit owners association required by Chapter 514B, Hawai'i Revised Statutes, for a condominium, to be known as the Aulani, *Disney Vacation Club*® Villas, Ko Olina, Hawai'i Condominium (the "**Condominium**").

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

**ARTICLE III - Powers**

1. Except to the extent of any conflict with these Articles, the Declaration or any applicable law, the Condominium Association has and may exercise any or all of these powers and has each of these duties and obligations:

a. The powers, duties and obligations granted to or imposed on the Condominium Association in the Declaration, these Articles or the Bylaws;

b. The powers, duties and obligations of a corporation not-for-profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes;

c. The powers, duties and obligations of an association of condominium unit owners as provided in the Chapter 514B, Hawai'i Revised Statutes and Chapter 16-107, Hawai'i Administrative Rules; provided that neither the Condominium nor the Condominium Association shall be subject to Part VI of the Condominium Property Act except to the extent that Chapter 514B requires compliance with Section 514B-132, Hawai'i Revised Statutes; and

d. Any other duties and obligations imposed on it by law and any powers granted to it by law or that are necessary or helpful to carry out the functions of the Condominium Association under the Declaration, these Articles or the Bylaws, or that otherwise promote the general benefit of the Owners, including but not limited to the following:

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TALLAHASSEE, FLORIDA

(1) To adopt a budget and make and collect Assessments against Owners to defray the costs of the Condominium.

(2) To use the proceeds of Assessments in the exercise of its powers and duties.

(3) To maintain, manage, repair, replace and operate the Property.

(4) To reconstruct improvements after casualty and construct further improvements to the Property.

(5) To promulgate and amend the Condominium Rules and Regulations respecting the use of the Property.

(6) To enforce by legal means the provisions of the various Condominium Documents.

(7) To contract for the management of the Condominium, and to delegate to such contractor all powers and duties of the Condominium Association except such as are specifically required by Hawai'i law or the various Condominium Documents to have approval of the Board or the Owners. Notwithstanding any provisions contained in these Articles to the contrary, it is the intent of these Articles that the Board shall not have the power to independently terminate the Property Management Agreement except as explicitly set forth in the Property Management Agreement. The Property Management Agreement may only be terminated in accordance with its own terms.

(8) To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration and the Declaration of Merger.

(9) To acquire title to and hold, convey or mortgage property in accordance with the Declaration.

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

3. The powers of the Condominium Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, the Master Cotenancy Agreement and the Master Declaration.

#### **ARTICLE IV - Owners**

The qualifications of Owners, the manner of their admission to the Condominium Association, and voting by Owners shall be as follows:

1. All Owners shall be members of the Condominium Association, and no other persons or entities shall be entitled to membership. Each Unit shall be entitled to a percentage vote in the Condominium Association equal to the Common Interest appurtenant to that Unit as set forth in the Declaration, or in any amendment to the Declaration. The vote for each Unit shall be cast by its Voting Representative. Voting Representatives for Units owned by more than one person or by a corporation or other entity shall be cast by the Voting Representative named in a Voting

Certificate signed or accepted by all of the Owners of that Unit and filed with the secretary of the Condominium Association.

2. Changes in membership in the Condominium Association shall be established by the recording of a deed or other instrument establishing a change of record title in the Office of the Assistant Registrar of the Land Court of the State of Hawai'i or the Bureau of Conveyances of the State of Hawai'i, as required by Hawai'i law. The Condominium Association shall register a change in membership upon delivery to the Condominium Association of (i) a Notice of Transfer in the form required by the Declaration, (ii) payment of all unpaid Assessments due, and (iii) payment of any service charge for registration charged by the Property Management Company in accordance with the Declaration. The new Owner designated by such instrument shall thereby become a member of the Condominium Association. The membership of the prior Owner shall be thereby terminated.

3. The share of Owners in the funds and assets of the Condominium Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to their Unit.

#### **ARTICLE V - Directors**

1. The affairs of the Condominium Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination the board of directors shall consist of three (3) directors.

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

#### **ARTICLE VI - Officers**

The affairs of the Condominium 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 shall from time to time determine. Such officers shall be elected by the Board at its first meeting following the annual Owners' meeting. Officers shall serve without compensation at the pleasure of the Board. 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.

#### **ARTICLE VII - Indemnification**

Every director and every officer of the Condominium Association shall be indemnified by the Condominium Association against all expenses and liabilities, including, without limitation, attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her 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 or her

duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Condominium 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 and may be altered, amended or rescinded as provided in the Bylaws.

#### **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 election of directors at the first annual Owners meeting, proposal of an amendment and approval thereof shall require the affirmative action of three-fourths (3/4) of the entire membership of the Board, and no meeting of the Owners or any approval thereof is required.

3. After the election of directors at the first annual Owners meeting, a resolution approving a proposed amendment may be proposed by either the Board or by the Owners, 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 three-fourths (3/4) of the entire membership of the Board and by vote of not less than a three-fourths (3/4) of the Voting Interests of the Condominium Association at a duly called meeting of the Condominium Association.

4. Once adopted, an amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Office of the Assistant Registrar of the Land Court of the State of Hawai'i or the Bureau of Conveyances of the State of Hawai'i in accordance with Hawai'i law.

5. Notwithstanding the foregoing, these Articles may be amended by Disney Vacation Development, Inc., a Florida corporation ("**DVD**"), if necessary, to make the same consistent or compatible with the provisions of the Declaration, the Master Cotenancy Agreement, the Master Easement or the Master Declaration, to conform these Articles to meet the requirements of any governmental entity or statute, as may be in the best interests of the Condominium Association, and as it may deem appropriate, in its sole, absolute and unfettered discretion, to carry out the purposes of the Condominium and to expand or enhance any Vacation Ownership Plan or Fractional Ownership Plan established with respect to the Condominium, or the Disney Vacation Club.

**ARTICLE X - Term**

The term of the Condominium Association shall be the life of the Condominium plus such additional period as shall be necessary to wind up the affairs of the Condominium Association upon termination of the condominium property regime. The Condominium Association shall be terminated by the termination of the condominium property regime in accordance with the Declaration and shall thereupon wind up all of its affairs.

**ARTICLE XI - Special Meetings**

Special Owners' meetings shall be held whenever called by the president or vice president or by a majority of the Board and must be called by such officers upon receipt of a written request from Owners of fifty percent (50%) of the Total Voting Interests, unless otherwise provided by law.

**ARTICLE XII - Incorporator**

The name and address of the incorporator of the corporation is as follows: John M. McGowan, 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830-1000.

**ARTICLE XIII - Registered Agent**

The Condominium Association hereby appoints Jeffrey H. Smith, as its Registered Agent to accept service of process within the State of Florida, with the Registered Office located at 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830-1000.

**ARTICLE XIV - Principal Office**

The mailing address of the principal office of the Condominium Association is 1390 Celebration Boulevard, Celebration, Florida 34747.

IN WITNESS WHEREOF the incorporator has affixed his signature this 19 day of March, 2010.

  
\_\_\_\_\_  
John M. McGowan



**REGISTERED AGENT CERTIFICATE**

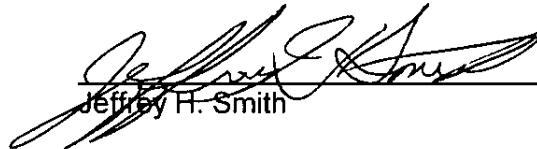
Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That ALI'NUI VILLAS CONDOMINIUM ASSOCIATION, INC., with its registered office as indicated in the Articles of Incorporation, has named Jeffrey H. Smith, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

**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 hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with Section 617.0501, Florida Statutes.

Dated: March 19, 2010

  
\_\_\_\_\_  
Jeffrey H. Smith

CERTIFICATE

Pursuant to the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

That the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ALI'I NUI VILLAS CONDOMINIUM ASSOCIATION, INC. have been adopted by the board of directors and does not contain any amendments requiring member approval.

Dated: April 28, 2010

  
\_\_\_\_\_  
John M. McGowan

Secretary

Ali'i Nui Villas Condominium Association, Inc.