

P1000039539

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000114340 3)))



H100001143403ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ORLANDO FINANCE INC.**

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$52.50

RECEIVED
2010 MAY 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
10 MAY 12 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

*Amend Restated
5/11/10
TL*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORLANDO FINANCE INC.**

**(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on May 6, 2010)**

APPROVE
AND
FILED
10 MAY 12 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is ORLANDO FINANCE INC. The street address of its initial principal office and its mailing address is 330 East Central Avenue, Orlando, Florida 32801.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which the Articles of Incorporation were originally filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

A. This Corporation is authorized to issue two classes of shares of common stock to be designated "Class A Common Stock" and "Class B Common Stock". The total number of shares of common stock that this Corporation is authorized to issue is ONE THOUSAND (1,000). TWO (2) of such shares shall be shares of Class A Common Stock, par value \$.01 per share. NINE HUNDRED NINETY EIGHT (998) of such shares shall be shares of Class B Common Stock, par value \$.01 per share, with such other terms as the Directors may specify from time to time.

B. Except as set forth in this Article IV.B., the Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have equal rights and privileges.

1. Dividends.

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Class A Common Stock or Class B Common Stock, the Corporation shall also pay to holders of shares of the other class of Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Class B Common Stock or in shares of Class A Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

(i) shares of Class B Common Stock may be paid to holders of shares of Class B Common Stock; and

(ii) shares of Class A Common Stock may be paid to holders of shares of Class A Common Stock.

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Class B Common Stock and Class A Common Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes.

2. Voting. In any election of the Shareholders of the Corporation, each share of Class A Common Stock shall carry five thousand forty six (5,046) votes and each share of Class B Common Stock shall carry one (1) vote.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered agent of the Corporation and the name of the registered agent of this Corporation at that address is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have five (5) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

	<u>Name:</u>	<u>Address:</u>
Class A	Christian Michaels	330 East Central Blvd. Orlando, Florida 32801
Class A	Melinda Tosh Giordano	2327 Middleton Ave. Winter Park, Florida 32792
Class A	Geoffrey Cone	The Deanery 17 St. Stephens Avenue Parnell, Auckland, New Zealand
Class A	Karen Marshall	The Deanery 17 St. Stephens Avenue Parnell, Auckland, New Zealand
Class B	Puai Tane Wichman	c/o Global House Consultants and Services, (Cook Islands) Limited Global House, Parekura PO Box 92 Avarua, Rarotonga, Cook Islands

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

Except as set forth below in this Article VIII, the affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

A. Elections of Directors. The holders of the Class B Common Stock shall be entitled to elect one (1) member of the Board of Directors of the Corporation and the holders of the Class A Common stock shall be entitled to elect four (4) members of the Board of Directors of the Corporation.

B. Unanimous Approval of Certain Transactions. Notwithstanding anything to the contrary contained in this Agreement, the Corporation shall not engage in any of the following actions without first obtaining unanimous approval of all the shareholders to engage in the following:

- 1. directly or indirectly, by operation of law or otherwise, merge, consolidate or otherwise combine with, any corporation;
- 2. except as provided in the bylaws, liquidate, dissolve or effect a recapitalization or reorganization of the Corporation in any form of transaction;
- 3. consummate an initial public offering of the shares of common stock of the Corporation;
- 4. issue any shares of the Corporation except as set permitted by Article IV hereto; or,
- 5. redeem, repurchase or acquire any shares of the common stock of the Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

This Corporation shall have two classes of directors in accordance with Section VIII.A.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto in accordance with Section VIII.B. and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid only to the holders of shares of such class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The name and address of the person signing these Articles is:

Christin Michaels
330 East Central Blvd.
Orlando, Florida 32801

(Signature page to follow)

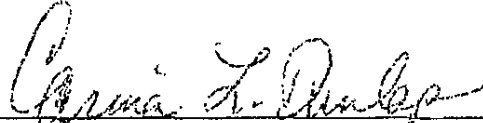
IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 11th day of May 2010.

ORLANDO FINANCE INC:

/s/ Christian Michaels
Christian Michaels, Director

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for ORLANDO FINANCE INC. at the place designated in these Amended and Restated Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



Registered Agent

Carina L. Dunlap
Asst. Vice President

MIADMS/360582.2