

P94000083506

Articles of Incorporation

Filed 11-16-94

(not on film)

1 pgs.

FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 16, 1994

BONAVENTURE VACATION RESORTS, INC.  
100 W CYPRESS CREEK RD SUITE 700  
FT LAUDERDALE, FL 33309

The Articles of Incorporation for BONAVENTURE VACATION RESORTS, INC. were filed on November 16, 1994, and assigned document number P94000083506. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H94000010969.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Martha Brim  
Corporate Specialist  
New Filings Section  
Division of Corporations

Letter Number: 394A00049765

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

P94 - 83506

G:\MDT\J185\3185002.AOI\111594

ARTICLES OF INCORPORATION

OF

BONAVENTURE VACATION RESORTS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

BONAVENTURE VACATION RESORTS, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Prepared by:

Leonard Lubart, Esquire  
Greenspoon Marder Hirschfeld & Rafkin, P.A.  
100 West Cypress Creek Rd., Suite 700  
Ft. Lauderdale, FL 33309  
Tel. (305) 491-1120  
Fla. Bar No. 238831

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V  
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, Florida 33309

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Leonard Lubart, Esq., Greenspoon, Marder, Hirschfeld & Rafkin, P.A.

ARTICLE VIIINITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

NAME	ADDRESS
JAMES E. LAMBERT	3015 North Ocean Blvd. Suite 121 Fort Lauderdale, FL 33308
REBECCA FOSTER	3015 North Ocean Blvd. Suite 121 Fort Lauderdale, FL 33308
MARK LANDAU	3015 North Ocean Blvd. Suite 121 Fort Lauderdale, FL 33308

ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
Leonard Lubart, Esq.	100 West Cypress Creek Road Suite 700 Ft. Lauderdale, Florida 33309

ARTICLE IX

CORPORATE ADDRESS

The address of the Corporation shall be:

100 West Cypress Creek Road, Suite 700  
Fort Lauderdale, FL 33309

ARTICLE IXMISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 15<sup>th</sup> day of November, 1994.

*[Handwritten Signature]*  
\_\_\_\_\_  
Leonard Lubart, Esq.

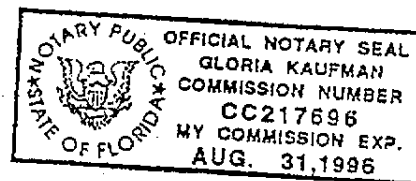
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Leonard Lubart, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 15 day of November, 1994.

My Commission Expires:

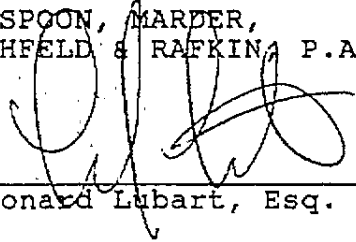
*[Handwritten Signature: Gloria Kaufman]*  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida





The Undersigned hereby accepts designation as Registered Agent of the Corporation.

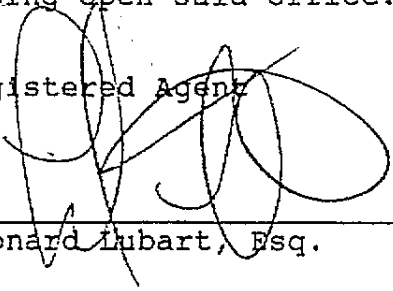
GREENSPOON, MARDER,  
HIRSCHFELD & RAFKIN, P.A.

BY:   
Leonard Lubart, Esq.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Bonaventure Vacation Resorts, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named Leonard Lubart, Esq., of Greenspoon, Marder, Hirschfeld & Rafkin, P.A., located at 100 West Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent  
  
Leonard Lubart, Esq.