

TRANSMITTAL LETTER

P97000073476

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -6 PM 1:04

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8-1-97

SUBJECT: IXTAPA PALACE RESORT, INC.
(Proposed corporate name - must include suffix)

500002259445--6
-08/06/97--01065--007
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JOSE. G. MAYORAL
Name (Printed or typed)

P.O. BOX 450338
Address

KISSIMMEE, FLORIDA 34745-0338
City, State & Zip

(407) 850-5783
Daytime Telephone number

*789,2554,2550
W/97-18224
7*

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 25 1997



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

AUGUST 22, 1997

ATTN: DORIS BROWN

DEAR MS. BROWN:

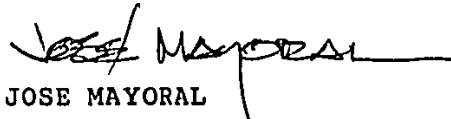
ENCLOSED ARE THE ARTICLES OF INCORPORATION FOR THEIR FILE.

PLEASE NOTE THAT THE FOLLOWING CHANGES HAVE BEEN MADE:

- * INSTEAD OF IXTAPA PALACE RESORT THE CORPORATE NAME WILL BE RESORT VACATIONS INC.
- * THE PRINCIPAL OFFICE AND MAILING ADDRESS HAVE A FLORIDA STREET ADDRESS.
- * THE REGISTERED AGENT HAS A FLORIDA STREET ADDRESS ALSO.

I'D APPRECIATE IT IF THE AMOUNT WE'VE ALREADY PAID FOR THE FOLLOWING CONCEPTS: FILING FEE, CERTIFIED COPY AND CERTIFICATE COULD BE CREDITED TO THE NEW FILE.

SINCERELY,


JOSE MAYORAL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1997

JOSE G. MAYORAL
POST OFFICE BOX 450338
KISSIMMEE, FL 34745-0338

SUBJECT: IXTAPA PALACE RESORT, INC.
Ref. Number: W97000018224

We have received your document for IXTAPA PALACE RESORT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 297A00040186

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
RESORT VACATIONS, INC.

EFFECTIVE DATE
8-1-97

ARTICLE 1

Corporate Name and Principal Office

The name of this corporation is Resort Vacations, Inc. and its principal office and mailing address is 14525 Huntingfield Dr. Orlando, FL 32824

ARTICLE 2

Commencement of Corporate Existence

The corporation shall come into existence on August 1, 1997.


ARTICLE 3

General nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida

ARTICLE 4

Common Capital Stock

 The aggregate numbers of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which share holders have the right to vote, and to share ratably all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE 5

Preferred Stock

+ The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be (1) million shares at no par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares into series established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, *time of payment of dividends*, whether dividends are cumulative and the date which any shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions on which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (i) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on any increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLE 6

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 14525 Huntingfield Dr. Orlando, Fl. 32824, the initial registered agent of the corporation at such address is Jose G. Mayoral.

ARTICLE 7

Incorporator

The name and address of the corporation's incorporator is:

Name: Jose G. Mayoral

Address: 14525 Huntingfield Dr.
Orlando, Fl. 32824

ARTICLE 8

By-Laws

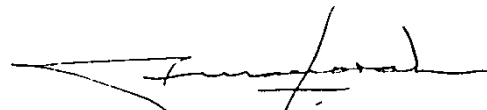
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE 9

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this day of August 1, 1997.


JOSE G. MASPEAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -6 PM 1:04

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Resort Vacations, Inc. desiring to organize under the laws of the State of Florida, hereby designated Jose G. Mayoral, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designate 14525 Huntingfield Dr. Orlando, Fl. 32824, the business office of its Registered Agent, as its Registered Office.

Resort Vacations, Inc.

By: 

 Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as a Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Registered Agent