

CSC NETWORKS  
P.O. Box 5828  
Tallahassee, FL 32314  
(800) 342-8086

**A 96000000998**

740.00

ACCOUNT NO. : 072100000032

REFERENCE : 967155 4323852

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1996

ORDER TIME : 11:38 AM

ORDER NO. : 967155

CUSTOMER NO: 4323852

G. TAX	52.50
FILING	35.00
R. AGENT FEE	52.50
C. COPY	140.00
TOTAL	

CUSTOMER: Mary Fendle, Legal Assistant  
DEAN, MEAD, EGERTON,  
BLOODWORTH, CAPOUANO & BOZARTH  
800 North Magnolia Avenue  
Suite 1500  
Orlando, FL 32803

DOMESTIC FILING

NAME: VISTANA WGV, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 4:01

R4600001956  
by  
2nd

File  
2nd  
5/28/96

RECEIVED  
05/05/96 - 010.05 - 024  
\*\*\*262.50 \*\*\*140.00

RECEIVED  
96 MAY 28 PM 1:10  
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VISTANA WGV, LTD.

RECEIVED  
DIVISION  
MAY 26 PM 4:01  
1996

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.186 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is "Vistana WGV, Ltd."
2. The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 8801 Vistana Centre Drive, Lake Buena Vista, Florida 32821.
3. The name of the agent for service of process on the Partnership shall be Raymond L. Gellein, Jr., 8801 Vistana Centre Drive, Orlando, Florida 32821.

4. The name and business address of the General Partner are:

<u>Name</u>	<u>Address</u>
Vistana WGV Holdings, Inc.	8801 Vistana Centre Drive Lake Buena Vista, Florida 32821

5. The mailing address for the Partnership is P. O. Box 22197, Lake Buena Vista, Florida 32830-2197.

6. The latest date upon which the Partnership shall dissolve is December 31, 2041.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this 22 day of May, 1996.

GENERAL PARTNER

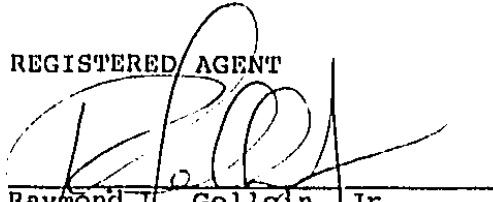
VISTANA WGV HOLDINGS, INC., a Florida corporation

By: [Signature]  
Raymond L. Gellein, Jr.,  
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.19 of the Florida Statutes.

REGISTERED AGENT

  
Raymond L. Gellein, Jr.

Date: May 28, 1996

RECEIVED  
SECRETARY OF REVENUE  
DIVISION  
MAY 28 PM 4:01

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Raymond L. Gellein, Jr., President of VISTANA WGV HOLDINGS, INC., the sole general partner of VISTANA WGV, LTD., a Florida limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$1,000.00
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER

VISTANA WGV HOLDINGS, INC.

Date: May 14, 1996

By: [Signature]  
Raymond L. Gellein, Jr.,  
President

Sworn to and subscribed before me this 14 day of May, 1996, by RAYMOND L. GELLEIN, JR., President of VISTANA WGV HOLDINGS, Inc., as General Partner on behalf of VISTANA WGV, Ltd., a Florida limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_

Print Name: \_\_\_\_\_  
Notary Public - State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



A96 000000998

DEAN, MEAD, EGERTON, BLOOMFORTH, APOLLINO & FREDZAR, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 6346  
ORLANDO, FLORIDA 32806-6346

800 NORTH MAGNOLIA AVENUE  
SUITE 1800  
ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 483-1831

WRITER'S DIRECT DIAL NO.  
(407) 428-5119

July 9, 1996

Florida Department of State  
Division of Corporations  
Attention: Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

600001880946  
-07/11/96--01051--002  
\*\*1750.00 \*\*\*1750.00

Re: Supplemental Affidavit of Capital  
Contributions for Vistana WGV, Ltd.

Gentlemen:

Enclosed are an original and one copy of a Supplemental Affidavit of Capital Contributions for Vistana WGV, Ltd., together with a check in the amount of \$1,750 for the maximum filing fee on \$5,000,000 of capital contributed by the limited partners. After the Supplemental Affidavit of Capital Contributions has been filed, please return the copy, stamped with the date of filing with your office, to the undersigned.

Sincerely,

*Mary F. Fendle*

Mary F. Fendle, Legal Assistant  
to Charles H. Egerton

:mff  
Enclosures (3)  
cc: Raymond L. Gellein, Jr.

A96 - 998

Name	OK 7-12
Availability	
Document Examiner	re
Updater	OK
Updater Verifier	re
Acknowledgement	re
W. P. Verifier	re

FILED  
96 JUL 11 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

SUPPLEMENTAL AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS

FILED  
55 JUL 11 PM 4:25  
NOTARY PUBLIC  
COUNTY OF ORANGE  
FLORIDA

BEFORE ME, the undersigned, personally appeared Raymond L. Gellein, Jr., Chairman of the Board of VISTANA WGV HOLDINGS, INC., the sole general partner of VISTANA WGV, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of capital contributions contributed to the Partnership by the limited partners is \$5,000,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

VISTANA WGV HOLDINGS, INC.

Date: July 3, 1996

By: [Signature]

Raymond L. Gellein, Jr.,  
Chairman of the Board

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of July, 1996, by RAYMOND L. GELLEIN, JR., as Chairman of the Board of VISTANA WGV HOLDINGS, INC., a Florida corporation, on behalf of the corporation. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

[Signature]  
Print Name: \_\_\_\_\_

Notary Public, State of Florida

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

