

*State Department*

# A99000001569

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Westgate Funding II, Ltd.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

99 SEP 27 PM 3:00  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

- ☒ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*need to file*

RECEIVED  
99 SEP 27 AM 10:30  
STATE  
SECRETARY OF  
FLORIDA

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-09/27/99--01042--022  
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*PK 9/27/99*

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**WESTGATE FUNDING II, LTD.**

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The undersigned sole general partner, Westgate General Funding II, Inc., hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.) as follows:

1. Name. The name of the limited partnership (the "Partnership") is Westgate Funding II, Ltd.

2. Office Address. The address of the office of the Partnership in the State of Florida is:

c/o Michael Marder  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
South Trust Bank Building  
Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801

3. Registered Agent. The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is:

Westgate General Funding II, Inc.  
c/o Michael Marder  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
South Trust Bank Building  
Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801

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

Westgate General Funding II, Inc.  
c/o Michael Marder  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
South Trust Bank Building  
Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801

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5. Mailing Address. The mailing address of the Partnership is:

c/o Michael Marder  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
South Trust Bank Building  
Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801

6. Dissolution. The latest date upon which the Partnership will dissolve is  
December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of  
Limited Partnership as of the \_\_\_\_ day of September, 1999.


By: Westgate General Funding II, Inc.,  
General Partner

By:   
David A. Siegel, President

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF ~~OSCEOLA~~ <sup>ORANGE</sup> )

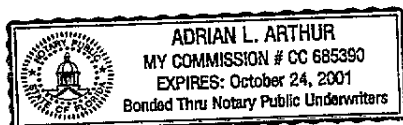
The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of  
September, 1999, by David A. Siegel, President of Westgate General Funding II, Inc., the sole  
general partner of Westgate Funding II, Ltd., who is personally known to me or who has  
produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC, State of Florida  
(Seal)

Sign: 

Print Name: Adrian L. Arthur

Commission expires: 10/24/01



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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In compliance with Florida Statutes Section 620.192, the following is submitted:

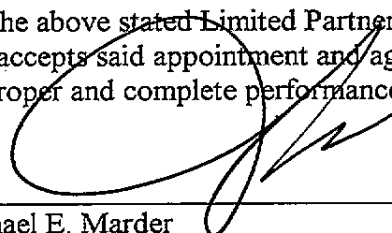
Westgate Funding II, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated c/o Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., South Trust Bank Building, Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801 as its initial Registered Office, and has named Michael Marder, located at the same address, as its Registered Agent.

**WESTGATE FUNDING II, LTD.**

By: Westgate General Funding II, Inc.,  
General Partner

By:   
David A. Siegel, President

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.

  
Michael E. Marder  
Registered Agent

Date: September 23, 1999

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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The undersigned, being the sole general partner of Westgate Funding<sup>II</sup> Ltd., Florida limited partnership, upon penalty of perjury, certifies as follows:

1. The amount of capital contributions of the limited partners is \$0.
2. The total anticipated amount of the capital contributions of the limited partners is a book of timeshare receivables having an outstanding principal balance of \$170,462,707.28.

Dated this 23<sup>rd</sup> day of September, 1999.

WESTGATE GENERAL FUNDING II,  
INC., as General Partner of Westgate  
Funding II, Ltd.

By: 

Name: David A. Siegel  
Title: President

STATE OF FLORIDA            )  
                                  )  
COUNTY OF ORANGE    ) ss :  
                                  )  
                                  )  
COUNTY OF OSCEOLA    )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September, 1999, by David A. Siegel, President of Westgate General Funding II, Inc., the sole general partner of Westgate Funding II, Ltd., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC, State of Florida  
(Seal)

Sign: 

Print Name: Adrian L. Arthur

Commission expires: 10/24/01

