



FO20000003767

ACCOUNT NO. : 072100000032

REFERENCE : 667416 7155110

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 2002

ORDER TIME : 9:49 AM

ORDER NO. : 667416-020

CUSTOMER NO: 7155110

400006587534--2

CUSTOMER: Ms. Karen Curry
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: TRENDWEST RESORTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

VB
7-23-02

RECEIVED
02 JUL 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL 23 PM 2:03

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AND
FILED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

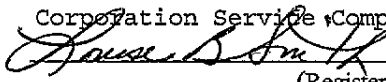
1. Trendwest Resorts, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Oregon 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/22/1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9805 Willows Road, Redmond, WA 98052
(Principal office address)
Same
(Current mailing address)
8. To develop and market vacation ownership properties
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

Louise B. Smith, Asst. V. P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

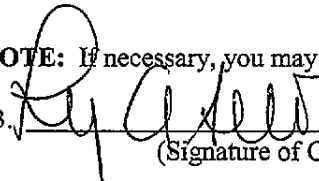
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President and Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

Trendwest Resorts, Inc.

Tuesday, July 16, 2002

DIRECTORS

James E. Buckman **Director**
Primary Address: 9 West 57th Street
New York, NY 10019 USA

Stephen P. Holmes **Director**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

OFFICERS

Stephen P. Holmes **Chairman**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

John McConnell **President**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Duncan H. Cocroft **Executive Vice President and Treasurer**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Eric J. Bock **Executive Vice President and Secretary**
Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

James E. Buckman **Executive Vice President**
Primary Address: 9 West 57th Street
New York, NY 10019 USA

William F. Peare **Executive Vice President**
Primary Address: 9805 Willows Road
Redmond, WA 98052

Lynn A. Feldman **Vice President and Assistant Secretary**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Joseph Huber **Vice President - Tax**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Richard S. Meisner **Vice President and Assistant Secretary**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Vincent Ventura **Vice President - Tax**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

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Trendwest Resorts, Inc.

Jean Marie Sera	Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA

Jeffrey P. Sites	Assistant Secretary
Primary Address:	9805 Willows Road Redmond, WA 98052

Timothy P. O'Neil	Assistant Treasurer
Primary Address:	9805 Willows Road Richmond, WA 98052

John M. Peterson	Assistant Treasurer
Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA

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TALLAHASSEE, FLORIDA

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

TRENDWEST RESORTS, INC.

was

incorporated

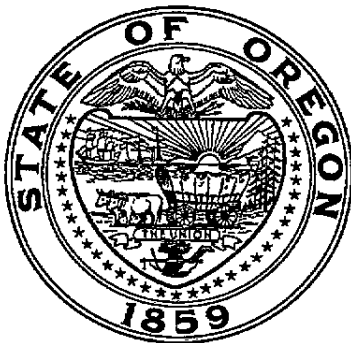
under the Oregon

Business Corporation Act

on

June 22, 1989

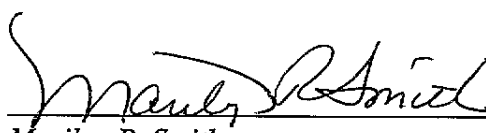
and is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State

By


Marilyn R. Smith

July 17, 2002