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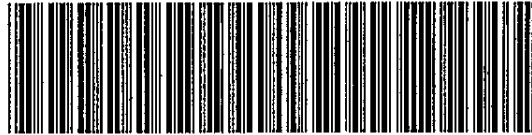
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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 24 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Orlando Breeze Resort Club, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Patricia K. Dorey

(Name of Person)

Meadows, Owens, Collier, Reed, Cousins & Blau, L.L.P.

(Firm/Company)

901 Main Street, Suite 3700

(Address)

Dallas, Texas 75202

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Patricia K. Dorey

(Name of Person)

at (214) 749-2472

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Orlando Breeze Resort Club, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Texas 3. (Applied for)
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 10, 2004 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S., to determine penalty liability.)
7. 1221 River Bend, Suite 120, Dallas, Texas 75247
(Principal office address)

1221 River Bend, Suite 120, Dallas, Texas 75247
(Current mailing address)
8. To operate as a homeowners association to provide for the management of a timeshare development.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Capital Corporate Services, Inc.

Office Address: 1333 N. Duval Street

Tallahassee, Florida 32303
(City) (Zip Code)

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.

Dellani Case asst. sec.
(Registered Agent's signature)

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.

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

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list

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

14. Sandra Cleary, Secretary
(Typed or printed name and capacity of person signing application)

ORLANDO BREEZE RESORT CLUB

Dana Callaway/Director & Treasurer
Holiday Hills Resort
640 E. Rockford
Branson, Missouri 65616

Sandra Cearley/Secretary
Silverleaf Resorts, Inc.
P.O. Box 358
Dallas, Texas 75221

Elizabeth Hinch/Director & Vice President
The Villages Resort
18270 Singing Wood Lane
Flint, Texas 75762

Robert G. Levy/Director & President
The Villages Resort
18270 Singing Wood Lane
Flint, Texas 75762

Marie Rasso/Director
Ozark Mountain Resort
Rt. 4, Box 910
Kimberling City, Missouri 65686

Steve Spiewak/Director
Oak N' Spruce Resort
190 Meadow Street
South Lee, Massachusetts 01260

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for ORLANDO BREEZE RESORT CLUB (filing number: 800388282), a Domestic Nonprofit Corporation, was filed in this office on September 10, 2004.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 13, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State