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FOREIGN PROFIT/NONPROFIT CORPORATION

VRI Development & Sales Inc.

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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. VRI DEVELOPMENT & SALES INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CALIFORNIA

(State or country under the law of which it is incorporated)

3. 68-0580854

(FEI number, if applicable)

4. 2/18/04

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 11-30-06

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 23041 AVENIDA DE LA CARLOTA, SUITE 400, LAGUNA HILLS, CA 92653

(Principal office address)

23041 AVENIDA DE LA CARLOTA, SUITE 400, LAGUNA HILLS, CA 92653

(Current mailing address)

8. TIMESHARE DEVELOPMENT AND SALES

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

CT Corporation System

M. T. FITZPATRICK
ASSISTANT SECRETARY

By: M. T. Fitzpatrick
(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.

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

A. DIRECTORSChairman: ROY I. FRASERAddress: 23041 AVENIDA DE LA CARLOTA, SUITE 400
LAGUNA HILL, CA 92653

Vice Chairman: _____

Address: _____

Director: JUANITA PRESLEYAddress: 23041 AVENIDA DE LA CARLOTA, SUITE 400
LAGUNA HILLS, CA 92653

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA**B. OFFICERS**President: JOSEPH A. TAKACS, JR.Address: 23041 AVENIDA DE LA CARLOTA, SUITE 400
LAGUNA HILLS, CA 92653

Vice President: _____

Address: _____

Secretary: JUANITA PRESLEYAddress: 23041 AVENIDA DE LA CARLOTA, SUITE 400, LAGUNA HILLS, CA 92653Treasurer: JUANITA PRESLEYAddress: 23041 AVENIDA DE LA CARLOTA, SUITE 400, LAGUNA HILLS, CA 92653

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. JUANITA PRESLEY, SECRETARY

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

**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 18th day of FEBRUARY, 2004, VRI DEVELOPMENT & SALES became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 25, 2006.



BRUCE McPHERSON
Secretary of State