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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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DEPARTMENT OF STATE  
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Tray #2940

FOREIGN PROFIT/NONPROFIT CORPORATION

WYNDHAM VACATION MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

2009 JUN 30 P 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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D.A. WHITE

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

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

1. Wyndham Vacation Management, 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. DE 3. 20-5413457

(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 07/12/2006 5. perpetual

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

6. \_\_\_\_\_

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

7. 8427 South Park Circle, Orlando, FL 32819

(Principal office address)

22 Sylvan Way, Parsippany, NJ 07054

(Current mailing address)

8. Timesharing

(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: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee, Florida 32301

(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.*

Corporation Service Company

By: \_\_\_\_\_



(Registered agent's signature)

**Troy Todd**  
as its agent

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 business addresses of officers and/or directors:

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**A. DIRECTORS**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Chairman: see attached listing

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: see attached listing

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 Director or Officer listed in number 12 of the application)

14. Michael S. Heistein, Assistant Secretary

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

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# Wyndham Vacation Management, Inc. SECRETARY OF STATE TALLAHASSEE, FLORIDA

**Company Name:** Wyndham Vacation Management, Inc.

1 Wyndham Vacation Management, Inc.

## Appointments

Name	Primary Address	Appointed as	Appointee
Gregory J. Bendlin	8427 South Park Circle, Orlando FL 32819	Officer	Executive Vice President, Legal, General Counsel and Assistant Secretary
Gary T. Byrd	8427 South Park Circle, Orlando FL 32819	Officer	Executive Vice President
Frank Campana	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President
Susan Loring Crane	22 Sylvan Way, Parsippany NJ 07054	Officer	Group Vice President, Legal and Assistant Secretary
Heather Cullens	8427 South Park Circle, Orlando FL 32819	Officer	Vice President, Legal
Mary R. Falvey	22 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President
Christopher John Feeney	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and Treasurer
Lynn A. Feldman	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and Secretary
Gregory T. Geppel	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Tax
Barry Goldschmidt	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President and Assistant Treasurer
Mark L. Gray	8427 South Park Circle, Orlando FL 32819	Officer	Vice President
Franz S. Hanning	8427 South Park Circle, Orlando FL 32819	Officer	President and Chief Executive Officer
Robert Hebeler	8427 South Park Circle, Orlando FL 32819	Officer	Vice President
Michael S. Helstein	22 Sylvan Way, Parsippany NJ 07054	Officer	Assistant Secretary
Peter Hernandez	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President and Group Controller
Stephen P. Holmes	22 Sylvan Way, Parsippany NJ 07054	Director	Director
Kirsten Hotchkiss	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President, Legal and Assistant Secretary
Michael A. Hug	8427 South Park Circle, Orlando FL 32819	Officer	Executive Vice President and Chief Financial Officer, Alliance Marketing Division
Gary Hyde	8427 South Park Circle, Orlando FL 32819	Officer	Senior Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Alan Litwack	8427 South Park Circle, Orlando FL 32819, United States	Officer	Senior Vice President
Kenneth Loury	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President and Group Controller
Gail Mandel	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President
Bobet Bennett- Marshall	8427 South Park Circle, Orlando FL 32819	Officer	Vice President and Group Controller
Scott G. McLester	22 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President, Legal and Assistant Secretary
Steve Mestre	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Legal and Assistant Secretary
Nicola Rossi	22 Sylvan Way, Parsippany NJ 07054	Officer	Senior Vice President
Kim Sanborn	22 Sylvan Way, Parsippany NJ 07054	Officer	Vice President, Finance
Daryl C. Staebell	8427 South Park Circle, Orlando FL 32819	Officer	Assistant Secretary
Anna L. Walton	8427 South Park Circle, Orlando FL 32819	Officer	Assistant Secretary
Virginia M. Wilson	22 Sylvan Way, Parsippany NJ 07054	Director	Director
Virginia M. Wilson	22 Sylvan Way, Parsippany NJ 07054	Officer	Executive Vice President

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WYNDHAM VACATION MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WYNDHAM VACATION MANAGEMENT, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7392427

DATE: 06-30-09