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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

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Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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FOREIGN PROFIT/NONPROFIT CORPORATION  
VISTANA SCOTTSDALE, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 05      |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

2. Arizona 3. 86-0895619  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/8/1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 17700 N Hayden Road, Scottsdale, AZ 85255  
(Principal office address)

9002 San Marco Court, Orlando, FL 32819  
(Current mailing address)

8. Any and all lawful business authorized or not prohibited by Florida Statutes, as may from time to time be amended.  
(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: C T 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.*

By: Madonna Cuddihy **Madonna Cuddihy**  
(Registered agent's signature) **Special Assistant Secretary**

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**

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

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

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

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

Director: Sergio D. Rivera

Address: 9002 San Marco Court

Orlando, FL 32819

Director: See attached additional listing

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

**B. OFFICERS**

President: Sergio D. Rivera

Address: 9002 San Marco Court

Orlando, FL 32819

Vice President: See attached additional listing

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Angela K. Halladay, Vice President & Secretary

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

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**12. Name and business addresses of directors and officers.**

**A. Directors:**

Title: Director  
Name: Thorp S. Thomas  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Director  
Name: Victoria H. Carter  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

**B. Officers:**

Title: Senior Vice President  
Name: Thorp S. Thomas  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Senior Vice President, Assistant Secretary  
Name: Victoria H. Carter  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Senior Vice President  
Name: Stephen G. Williams  
Street Address: 74000 Country Club Drive  
Building D  
City-ST-Zip: Palm Desert, CAL 92260

Title: Senior Vice President  
Name: Kerry Houghton  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President, Secretary  
Name: Angela K. Halladay  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President, Assistant Secretary  
Name: Robin L. Suarez  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President, Treasurer  
Name: Lisa Cassin  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President, Assistant Secretary  
Name: Barbara E. Overton  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President  
Name: Heather McGill  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President  
Name: Charles Bell  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Vice President  
Name: Heidi Bedell  
Street Address: 9002 San Marco Court  
City-ST-Zip: Orlando, FL 32819

Title: Assistant Treasurer  
Name: John Buckwalter  
Street Address: 15147 N. Scottsdale Rd.  
Suite H-210  
City-ST-Zip: Scottsdale, AZ 85254

Title: Assistant Secretary  
Name: Kristen Prohl  
Street Address: 1111 Westchester Avenue  
City-ST-Zip: White Plains, NY 10604

# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**  
**CERTIFICATE OF GOOD STANDING**

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CLERK OF THE  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

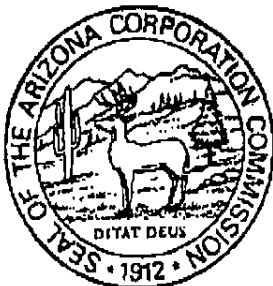
\*\*\*VISTANA SCOTTSDALE, INC.\*\*\*

a domestic corporation organized under the laws of the State of Arizona, did incorporate on October 8, 1997.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 18th Day of October, 2011, A. D.



Executive Director

By: \_\_\_\_\_ 677095