

F93000005805

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILED
02 FEB -4 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 2/4/02

REF. #: 0173 4752

CORP. NAME: Resort Investors Limited Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |
- RECEIVED
02 FEB -4 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 501494 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

800004863568--B
-02/04/02--01035--006
*****43.75 *****43.75

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY
☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

C. Coulliette FEB 08 2002

☐ PLAIN STAMPED COPY

Changed domicile from
B. Virgin Islands to Delaware

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 2002

CORPDIRECT AGENTS, INC.

TALLAHASSEE, FL

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: RESORT INVESTORS LIMITED INC.
Ref. Number: F93000005805

We have received your document for RESORT INVESTORS LIMITED INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please complete the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 002A00006773

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

RECEIVED
02 FEB - 7 PM 4: 10
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

PROFIT CORPORATION

SECTION I

1. Resort Investors Limited Inc.

Name of corporation as it appears on the records of the Department of State.

2. British Virgin Islands

Incorporated under laws of

3. December 22, 1993

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

5. Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

New Jurisdiction

Signature _____

February 1, 2002

Date _____

Kit Choy Loke

Typed or printed name

Secretary

Title

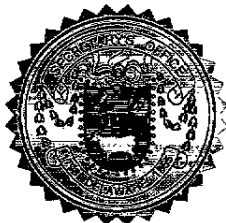
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02 FEB -4 PM 4:10
-SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "RESORT INVESTORS LIMITED", FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3475494 8100D

020078667

AUTHENTICATION: 1599681

DATE: 02-06-02

**CERTIFICATE OF DOMESTICATION
OF
RESORT INVESTORS LIMITED**

The undersigned certifies pursuant to Section 388 of the Delaware Corporation Law:

FIRST: Resort Investors Limited, a non-United States corporation (the "Corporation"), was formed under the law of the British Virgin Islands on May 17, 1988.

SECOND: The name of the Corporation immediately prior to the filing hereof is Resort Investors Limited.

THIRD: The name of the Corporation as set forth in its certificate of incorporation is Resort Investors Limited.

FOURTH: The seat, siege, social or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of domestication is Beaufort House, P.O. Box 438, Road Town, Tortola, British Virgin Islands.

The undersigned has executed this Certificate of Domestication on behalf of the Corporation as of December 31, 2001.

By: 

Name: John R. Watt

Title: Director

Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "RESORT INVESTORS LIMITED" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3475494 8100D

020078667

AUTHENTICATION: 1599681

DATE: 02-06-02

**CERTIFICATE OF INCORPORATION
OF
RESORT INVESTORS LIMITED**

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: Name: The name of the corporation is RESORT INVESTORS LIMITED (the "Corporation").

SECOND: Registered Office: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: Purpose: The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: Capital Stock: The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred (500) shares of common stock, \$0.01 par value per share (the "Common Stock").

FIFTH: Management: The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of the Corporation, except to the extent that the By-Laws otherwise provide.

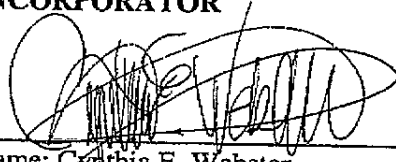
SIXTH: Limited Liability: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH: Indemnification: The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

EIGHTH: Incorporator: The name and mailing address of the sole Incorporator of the Corporation is Cynthia E. Webster, c/o Thelen Reid & Priest LLP, 101 Second Street, Suite 1800, San Francisco, California 94105.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby certify that the facts hereinabove stated are truly set forth and, accordingly, hereby executes this Certificate of Incorporation this 31st day of December, 2001

INCORPORATOR


Name: Cynthia E. Webster