

05/03/2005

15:

CORPDIRECT 20050300

NO. 20

001

F97000003603

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000113245 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -3 PM 4:56

BASIC AMENDMENT

RPM MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED

05 MAY -3 PM 4:51

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Name Change

5/4/05

DC

5/3/2005 4:34:23 PM

H05000113245 3

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P97000008603

(Document number of corporation (if known))

1. RPM Management, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Arizona 3. 07/10/1997
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 16, 2005
5. Sunterra Resort Management, Inc.
(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.

(New jurisdiction)

Frederick C. Bauman
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Frederick C. Bauman
(Typed or printed name of person signing)

2/4/2005
(Date)
Vice President
(Title of person signing)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -3 PM 4:56

H05000113245 3

05/02/2005 14:13 FAX 5428813

ACC CORPS IPS

→ CPM1

0002

H05000113245 3

AZ CORPORATION COMMISSION
FILED

ARTICLES OF AMENDMENT

FEB 18 2005

OF

FILE NO. - 0237659.7 RPM MANAGEMENT, INC.
[Name of Corporation]

1. The name of the corporation is RPM MANAGEMENT, INC.
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. ☒ The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
☐ Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.
☐ The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

4. The amendment was adopted the 3rd day of January, 2005

5. ☒ The amendment was adopted by the ☐ incorporators ☒ board of directors without shareholder action and shareholder action was not required.

☐ The amendment was approved by the shareholders. There is (are) _____ voting groups eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:

The voting group consisting of _____ outstanding shares of _____ [class or series] stock is entitled to _____ votes. There were _____ votes present at the meeting. The voting group cast _____ votes for and _____ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

CF: 0040
Rev. 03403

H05000113245 3

05/02/2005 14:19 FPA 000010

0000000000

0000000000

0000000000

H05000113245 3

The voting group consisting of _____ outstanding shares of
_____ (class-or-series) stock is entitled to _____ votes. There were
_____ votes present at the meeting. The voting group cast _____ votes for and
_____ votes against approval of the amendment. The number of votes cast for approval of
the amendment was sufficient for approval by the voting group.

DATED as of this 14 day of February, 2005.

SUN TERRA RESORT MANAGEMENT, INC.
[name of corporation]

By Frederick C. Bauman

FREDERICK C. BAUMAN VICE PRESIDENT
[name] [title]

H05000113245 3

05/02/2005 14:19 PAA 0500010

ALL CORP 113

T. W. W. A.

0500010

H05000113245 3

EXHIBIT A

WHEREAS, The Board of Directors has determined it to be in the best interests of the Corporation to amend the Articles of Incorporation and change the name of the Corporation from RPM Management, Inc. to Sunterra Resort Management, Inc. its domestic State of Arizona and in all other states in which the Corporation holds a Certificate of Authority to do business (the "Name Change")

NOW, THEREFORE, BE IT RESOLVED, That this Board of Directors hereby authorizes and approves the Name Change; and it is further

RESOLVED, That the Corporation is hereby directed to file all applications, amendments and any other document required to effectuate the Name Change with the Secretary of State or Corporation Commission, and, if necessary, with the Department of Real Estate, all applications, amendments and any other document required to effectuate the Name Change; and it is further

RESOLVED, That the Corporation is hereby further directed to effectuate the Name Change by (i) filing in the appropriate jurisdiction, all documents necessary to effectuate such change on permits and licenses, (ii) amend all contracts and leases in which the Corporation is a party to reflect the Name Change; and (iii) take all necessary steps to amend all other documents that carry the Corporation's name whether required or otherwise used in the operation of the Corporation's business wherever such business is conducted.

Document12

H05000113245 3

05/03/2005

15:42

CORPDIRECT → 2050380

NO.201

006

H05000113245 3



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 0237659-4

[Signature]
Executive Secretary

Dated: 5-2-05

By: *[Signature]*

H05000113245 3