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**LIMITED LIABILITY AMENDMENT****SUN RESORTS SERVICES LLC**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 7, 2001

SUN RESORTS SERVICES LLC  
8819 SOUTH BAY DRIVE  
ORLANDO, FL 32819

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**Amended and Restated  
Articles Of Organization**

**of**

**Sun Resorts Services, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Amended and Restated Articles Of Organization for such Company:

**Article I  
Name**

The name of the limited liability company is Sun Resorts Services, LLC.

**Article II  
Company Existence**

The Company's existence shall be perpetual and shall be effective on June 18, 2001.

**Article III  
Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units Sun Resorts Services, LLC is authorized to have outstanding is 1,000,000 units.

**Section B. First Lien.** The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

**Section C. Pre-emptive Rights of Members.** The Company elects to have pre-emptive rights applicable to its units in the manner and to the extent set forth below. The Members of the Company shall have the right to acquire proportional amounts of the Company's unissued units upon the decision of the Company to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Company. Such pre-emptive right may be waived by a Member and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration. The pre-emptive right described above shall not apply with respect to: units issued as compensation to Officers, agents or employees of the Company, its subsidiaries or affiliates; units issued to satisfy option rights created to provide compensation to Officers, agents or employees of the Company, its subsidiaries or affiliates; units authorized in these Articles Of Organization that are issued within three months from the effective date of

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the beginning of the Company's existence and units sold otherwise than for money. Any units which are subject to the pre-emptive rights set forth herein that are not acquired by Members may be issued to any person for a period of one month after being offered to Members at a consideration set by the Company that is not lower than the consideration set for the exercise of pre-emptive rights. The Company's offer of such units at a lower consideration or after the expiration of said one-month period is subject to the pre-emptive rights described herein.

**Section D. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 60% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

**Section E. Limit on Number of Members.** All of the Company's issued units shall be held of record by not more than seventy-five persons.

**Section F. Right to Redeem Units.** Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

**Section G. Transfer of Units of Indebted Member.** If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

#### **Article IV** **Registered Agent And Office**

The address of the initial Registered Office of the Company is 15 West Church Street, Suite 203, Orlando, Florida 32801, and the name of its initial Registered Agent at such address is Jonathan D. Woods, Esq.

#### **Article V** **Principal Office**

The mailing address and street address of the principal office of the Company is 2000 West Vine Street, Kissimmee, Florida 34741.

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**Article VI**  
**Organizer**

The name and address of the organizer is:

Jonathan D. Woods, Esq.  
15 West Church Street, Suite 203  
Orlando, Florida 32801

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Charles C. Frey 2000 West Vine Street Kissimmee, Florida 34741

**Article IX**  
**Indemnification**

The Company shall indemnify any Member, Manager and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other

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enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Officer in the event of (i) a breach of such Member, Manager and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager and/or Officer is proper in the circumstances because such Member, Manager and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article X**

##### **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Manager of the Company.

#### **Article XI**

##### **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

#### **Article XII**

##### **Approval Of Compensation**

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No salary or other compensation shall be paid to any Manager of the Company for services rendered as such Manager unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Members' meeting by the record holders of at least 60% of the then-outstanding units of the Company.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

Dated August 6, 2001.

  
Charles C. Frey  
Member-Manager

Acceptance

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Jonathan D. Woods, Esq.  
Registered Agent

August 6, 2001