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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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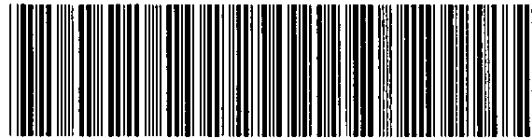
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 716215 4813078

AUTHORIZATION :

COST LIMIT : \$150.00

ORDER DATE : July 10, 2017

ORDER TIME : 2:46 PM

ORDER NO. : 716215-005

CUSTOMER NO: 4813078

DOMESTIC AMENDMENT FILING

NAME: DISNEY VACATION CLUB
MANAGEMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

17 JUL 13 11:14 AM

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Disney Vacation Club Management Corp. (S13758)

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 11/20/1990
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Disney Vacation Club Management, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

17 OCT 1990 10:46:33

Signed this 10th day of July 20 17.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: _____

Printed Name: Marsha L. Reed

Title: Secretary

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: _____

Printed Name: Marsha L. Reed

Title: Secretary

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

17 JUL 13 17:44

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Disney Vacation Club Management, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1390 Celebration Boulevard

Celebration, FL 34747

Mailing Address:

1375 East Buena Vista Drive

4th Floor North

Lake Buena Vista, FL 32830

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Margaret C. Giacalone

Name

1375 East Buena Vista Drive, 4th Floor North

Florida street address (P.O. Box **NOT** acceptable)

Lake Buena Vista

FL 32830

City

Zip

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 obligations of my position as registered agent as provided for in Chapter 605, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

President

Name and Address:

Karl L. Holz

200 Celebration Place

Celebration, FL 34747

VP & Secretary

Marsha L. Reed

500 South Buena Vista Street

Burbank, CA 91521

VP & Treasurer

Terri A. Schultz

200 Celebration Place

Celebration, FL 34747

Please see attached for additional officers

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.

I am aware that any 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.

Marsha L. Reed, Secretary

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

Disney Vacation Club Management, LLC

Officers		
Name	Position	Address
Gregory Belzer	Assistant Treasurer	500 South Buena Vista Street, Burbank, CA 91521
Yvonne Chang	Assistant Secretary	1390 Celebration Boulevard, Celebration, FL 34747
Brent J. Gibbs	Assistant Secretary	1375 East Buena Vista Drive, Lake Buena Vista, FL 32830
Jonathan S. Headley	Assistant Treasurer	500 South Buena Vista Street, Burbank, CA 91521
Leigh Anne Neiman	Assistant Secretary	1390 Celebration Boulevard, Celebration, FL 34747
Brian Paulsen	Assistant Treasurer	1375 East Buena Vista Drive, Lake Buena Vista, FL 32830
Kenneth M. Potrock	Senior Vice President	1390 Celebration Boulevard, Celebration, FL 34747
Henry C. Priest	Assistant Secretary	1170 Celebration Boulevard, Celebration, FL 34747
Shannon Sakaske	Vice President	1390 Celebration Boulevard, Celebration, FL 34747
Michael Salama	Assistant Secretary	500 South Buena Vista Street, Burbank, CA 91521
Aaron H. Solomon	Assistant Secretary	1170 Celebration Boulevard, Celebration, FL 34747
Shanna L. Steed	Assistant Secretary	611 North Brand Boulevard, Glendale, CA 91203
John A. Stowell	Senior Vice President	611 North Brand Boulevard, Glendale, CA 91203
Jeff Vahle	Senior Vice President	3401 East Vista Boulevard, Lake Buena Vista, FL 32830
Alison Walls	Assistant Treasurer	1390 Celebration Boulevard, Celebration, FL 34747

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