

CONTACT:

OFFICE USE ONLY

L960000001178

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6520

(Phone #)

550829

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Resorts of Enchantment, L.C.

(Corporation Name)

000002006010--9  
-11/15/96--01065--015  
\*\*\*337.50 \*\*\*337.50

2 (Corporation Name)

(Document #)

3 (Corporation Name)

(Document #)

4 (Corporation Name)

000002006010--9  
-11/15/96--01065--015  
\*\*\*337.50 \*\*\*337.50

☒ Walk In

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Pick Up Time

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

☐ Certificate of Fictitious Name

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 NOV -8 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HOLD FOR  
PICKUP BY

UCC SERVICES

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

RECEIVED

96 NOV -8 PM 3:10  
DIVISION OF CORPORATION

November 7, 1996

UCC FILING & SEARCH SERVICES, INC.  
526 E. PARK AVENUE  
TALLAHASSEE, FL 32301

SUBJECT: RESORTS OF ENCHANTMENT, L.C.  
Ref. Number: W96000023669

We have received your document for RESORTS OF ENCHANTMENT, L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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 (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 196A00051098

*See letter of release.*

*11.8.96*

*Law Offices*  
**Wolfe and Polovin**

Robert K. Polovin  
Richard A. Wolfe

*of Counsel*  
Marc H. Pullman  
Bernard B. Wolfe

180 North LaSalle Street  
Suite 2420  
Chicago, Illinois 60601  
Telephone (312) 782-1681  
Telecopier (312) 782-3108

November 8, 1996

VIA FACSIMILE (888) 424-7272

UCC Filing Services, Inc.

Attention: Betty


Re: Resorts of Enchantment, Inc.

Dear Betty:

At the request of Mr. James Flick, this letter will confirm that I have assigned and transferred my reservation of the name "Resorts of Enchantment, Inc." to Mr. Albert Bruno, and I release any further rights I may have in such reservation with the Florida Department of State. The reservation number is R96000004972.1

Very truly yours,

WOLFE AND POLOVIN



Robert K. Polovin

RKP/sah

**Articles of Organization  
for  
Resorts of Enchantment, L.C.  
a Florida Limited Liability Company (F.S. Section 608.407)**

FILED  
96 NOV -8 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be Resorts of Enchantment, L.C.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. The mailing address and street address is 2164 Canoe Creek Road, St. Cloud, Florida 34769.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: James J. Flick, 940 Highland Avenue, Orlando, Florida 32803.
5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. Right to Continue Business. The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the company.
7. Management of Company. The company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

<u>Names</u>	<u>Addresses</u>
Albert J. Bruno	2900 North Central Avenue Chicago, Illinois 60634
Jerry Murphy	5221 Ocean Boulevard, #272 Sarasota, Florida 34242

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Managers of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Managers.

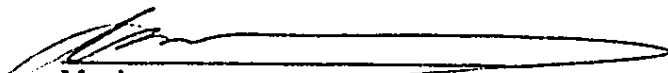
10. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Managers of the Company as part of its records).

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

12. Transferability of Member's interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 23 day of October, 1996.

  
Member

**Affidavit**  
(F.S. § 608.407(2))

State of Florida  
County of Orange

Before the undersigned authority personally appeared Albert J. Brund  
who on oath says:

1. That he is a member of Resorts of Enchantment, L.C.
2. That Resorts of Enchantment, L.C. has at least two members.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$20,000.
4. The amount anticipated to be contributed by the member is \$20,000.

Further affiant sayeth naught.

  
Member

Sworn to and subscribed before me this 23 day of October, 1996 by  
\_\_\_\_ who is personally known to me or ☒ who has produced Illinois drivers license  
as identification.

  
Notary Public

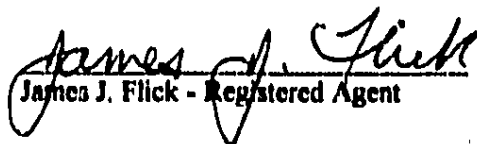
James J. Flick  
(Notary Public - Printed or Typed Name)

Commission Expiration Date & Commission Number:



JAMES J. FLICK  
My Commission CC370708  
Expires May, 06, 1998  
Bonded by HAI  
800-422-1558

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

  
James J. Flick - Registered Agent

FILED  
96 NOV -8 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L 96000001178

January 31, 1997

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
904-487-6052

600002094706--9  
-02/21/97--01100--010  
\*\*\*\*105.00 \*\*\*\*105.00

Re: Resorts of Enchantment, L.C.

Gentlemen:

Enclosed are the original and one copy of the Certificate of Amendment of Articles of Organization for the above referenced limited liability company. Please file the original, indicate the filing date on the copy, and return the copy to:

Resorts of Enchantment, L.C.  
2164 Canoe Creek Road  
Kissimmee, Florida 34769

Also, enclosed is a check covering the fees and charges for the items listed below:

1.	Certificate of Amendment of Articles of Organization filing fee	\$52.50
2.	Certified copy of Certificate of Amendment	<u>\$52.50</u>
	<b>Total Fees</b>	<b><u>\$105.00</u></b>

Thank you for your cooperation.

Very truly yours,

  
Albert J. Bruno

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 21 PM 4:13  
FEB 25 1997



**Certificate of Amendment of Articles of Organization  
of  
Resorts of Enchantment, L.C.  
a Florida Limited Liability Company**

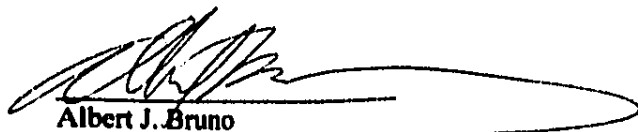
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 21 PM 4:12

Pursuant to the Provisions of Section 608.411, Florida Statutes, the undersigned Limited Liability Company, Organized under the Laws of the State of Florida, submits the following Certificate of Amendment of Articles of Organization.

1. The name of the limited liability company is Resorts of Enchantment, L.C.
2. The date of filing of the Articles of Organization is November 8, 1996.
3. The amendments to the Articles of Organization are as follows:

Article I is amended to change the name of the company to Enchanted Vacation Club International, L.C.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals this 14 day of February, 1997.

  
Albert J. Bruno

  
Jerry Murphy