

L99000002124



ACCOUNT NO. : 072100000032

REFERENCE : 206242 7115148

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Puyet

ORDER DATE : April 15, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 206242-005

CUSTOMER NO: 7115148

800002840398--0

CUSTOMER: Jacob Dykxhoorn, Esq
PETERSON & MYERS, P.A.
PETERSON & MYERS, P.A.
130 East Central Avenue

Lake Wales, FL 33853

DOMESTIC FILING

NAME: ORLANDO RESORT GROUP, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/15/99
Availability	Dec
Document	
Examiner	CONTACT PERSON: Christine Lillich
Updater	DEC
Updater	
Verifier	C
Acknowledgement	DEC
W. P. Verifier	DEC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 15 PM 1:45

FILED

99 APR 15 PM 12:12

RECEIVED

Same as 411886

L99000002124

7 pages

CONSENT TO USE OF NAME

The undersigned, Orlando Resort Group Corporation, hereby consent and allow the use of the name of "Orlando Resort Group, L.C.", by Blake E. Ashdown and David S. Imeson, in the formation of a Florida limited liability company.

Dated: April 11th, 1999

Orlando Resort Group Corporation

By: 

David S. Imeson, as president

ARTICLES OF ORGANIZATION

OF

ORLANDO RESORT GROUP, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of this limited liability company is **ORLANDO RESORT GROUP, L.C.** ("company").

ARTICLE II -- ADDRESS

The company's mailing address shall initially be **P. O. Box 470442, Celebration, Fl. 34747-0442**, and the street address of the company's principal office shall initially be **2650 Holiday Trail, Kissimmee, Fl. 34746**.

ARTICLE III -- DURATION

The company's existence shall begin upon the date and time these articles of organization are filed with the Florida Department of State. The company shall exist until **December 31, 2028**, which shall not be more than thirty (30) years from the date these articles are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the regulations of the company, or by applicable law.

ARTICLE IV -- PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE V -- REGISTERED AGENT

The name and street address of the company's initial registered agent in the State of Florida is: **Jacob C. Dykxhoorn, 130 East Central Avenue, Lake Wales, Florida 33853**.

FILED
99 APR 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

No additional member shall be admitted to the company except with the unanimous written consent of all of the members of the company and only on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member, unless all of the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved upon the death, retirement, resignation, expulsion, insanity, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless all of the remaining members elect to continue the business of the company.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. Except as authorized by a manager, no member is an agent of the company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the company. The names and addresses of the company's initial managers are set forth below. They shall serve as the managers of the company until the first annual meeting of members or until their successors are elected and qualified.

Initial Manager: Blake E. Ashdown
P.O. Box 470442
Celebration, FL 34747-0442

Initial Manager: David S. Imeson
P.O. Box 470442
Celebration, FL 34747-0442

ARTICLE IX -- REGULATIONS

The power to adopt, alter, amend, or repeal the regulations for the company shall be vested in the members of the company. The regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Regulations adopted by the members may be repealed or altered and new regulations may be adopted by the members, in accordance with the provisions of the regulations or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE X - AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizer, being a member of the company, has made and subscribed these articles of organization, on this 13th day of April, 1999.

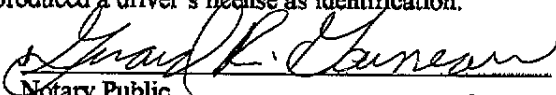


David S. Imeson

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 13th day of April, 1999, by David S. Imeson, who ☒ is personally known to me or ☐ has produced a driver's license as identification.


Notary Public

Name of Notary: GERARD R. GARNEAU
Commission Expires: 1 FEBRUARY 9, 2000

(SEAL)



FILED
99 APR 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of **ORLANDO RESORT GROUP, L.C.**, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: April 14, 1999



 Jacob C. Dykxhoorn
 Registered Agent

FILED
 99 APR 15 PM 1:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF OSCEOLA

On this day before me, the undersigned notary public, duly authorized in the State and County named above to administer oaths, personally appeared **DAVID S. IMESON**, as a member, or authorized representative of a member, of **ORLANDO RESORT GROUP, L.C.**, a Florida limited liability company (the "Company"), who, being by me first duly sworn, deposes and says upon oath as follows:

1. The Company has at least one member.
2. As of the date hereof, the total amount of cash contributed to the Company by the members is: \$ 100,000.00
3. As of the date hereof, the agreed value of property other than cash, if any, contributed to the Company by the members is: \$ 0.00

A description of the property is attached hereto and made a part hereof. **Not Applicable**

4. The total amount of cash or other property anticipated to be contributed by the members is:
5. The total amount of 2, 3, and 4 is:

The affiant says nothing further.

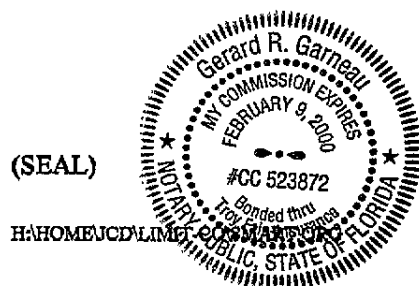
Dated: April 13th, 1999.




DAVID S. IMESON

FILED
APR 15 PM 1:45
99
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SWORN TO AND SUBSCRIBED before me this 13th day of April, 1999, by **DAVID S. IMESON**, who ☒ is personally known to me or ☐ has produced a driver's license as identification.




Notary Public
Name of Notary: GERARD R. GARNEAU
Commission Expires: FEBRUARY 9, 2000

HAHOMEJCDAIME