

*Hilton*  
M99 0000000807  
HILTON  
GRAND VACATIONS  
COMPANY

May 25, 1999

Florida Department of State  
Registration Section  
Divisions of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
99 MAY 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida on behalf of Hilton Grand Vacations Development Company – Las Vegas, LLC ("HGVDC-LV, LLC")

200002887452--5  
-05/26/99--01086--004  
\*\*\*\*346.25 \*\*\*\*346.25

Dear Sir or Madam:

Enclosed please find the following documents in order to qualify Hilton Grand Vacations Development Company – Las Vegas, LLC in the State of Florida:

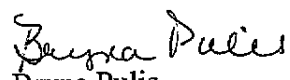
1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company duly signed by Donald L. Harrill as Manager of HGVDC-LV, LLC;
3. Certificate of Designation of Registered Agent/Registered Office duly signed by Donald L. Harrill as Resident Agent of HGVDC-LV, LLC;
4. Check in the amount of \$346.25 to cover the \$250.00 filing fee for the Application and Affidavit, \$35.00 filing fee for the Designation of Registered Agent, \$52.50 to obtain a certified copy of the Application, and \$8.75 to obtain a Certificate of Status; and
5. Certificate of Good Standing from the Nevada Secretary of State dated April 28, 1999.

56  
6-2-99

Florida Department of State  
Registration Section  
May 25, 1999  
Page -2-

Thank you for your review of this application. Should you need any additional information or have any questions, please do not hesitate to contact me.

Sincerely,

  
Bryna Pulis  
Legal Assistant

bp

Enclosures

FILED  
99 MAY 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. Hilton Grand Vacations Development Company – Las Vegas, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Nevada  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2361323  
(FEI number, if applicable)
4. December 22, 1997  
(Date of Organization)
5. December 31, 2097  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1, 1999  
[Date first transacted business in Florida. (See Sections 608.501, 608.502 and 817.155, F.S.)]
7. 6355 MetroWest Boulevard, Suite 180, Orlando, FL 32835  
(Street address of principal office)

8. List name, title, and business address of each managing member (MGRM) or manager (MGR) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Donald L. Harrill</u>	<u>Manager</u>	<u></u>	<u></u>
<u>6355 MetroWest Boulevard</u>		<u></u>	
<u>Suite 180</u>		<u></u>	
<u>Orlando, FL 32835</u>		<u></u>	
<u>Antoine Dagot</u>	<u>Manager</u>	<u></u>	<u></u>
<u>6355 MetroWest Boulevard</u>		<u></u>	
<u>Suite 180</u>		<u></u>	
<u>Orlando, FL 32835</u>		<u></u>	
<u>Daniel L. Carricato</u>	<u>Manager</u>	<u></u>	<u></u>
<u>6355 MetroWest Boulevard</u>		<u></u>	
<u>Suite 180</u>		<u></u>	
<u>Orlando, FL 32835</u>		<u></u>	

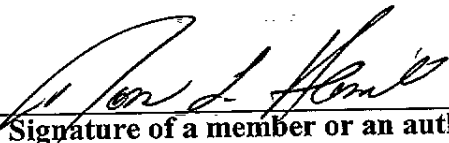
FILED  
99 MAY 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Hilton Grand Vacations Development Company – Las Vegas, LLC certifies:

- 1) the above named liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ \$100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member (s) is \$ \$100.00 ;  
(This total includes amounts from 2 and 3 above.)



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

(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.)

Donald L. Harrill  
\_\_\_\_\_  
Typed or printed name of signee

**Filing fee: \$250.00 for Application and Affidavit**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 26 AM 9:28

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is

Hilton Grand Vacations Development Company – Las Vegas, LLC

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

Donald L. Harrill

(Name)

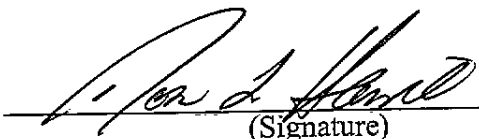
6355 MetroWest Boulevard, Suite 180

Florida street address (P.O. Box NOT Acceptable)

Orlando, FL 32835

City/State/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.*

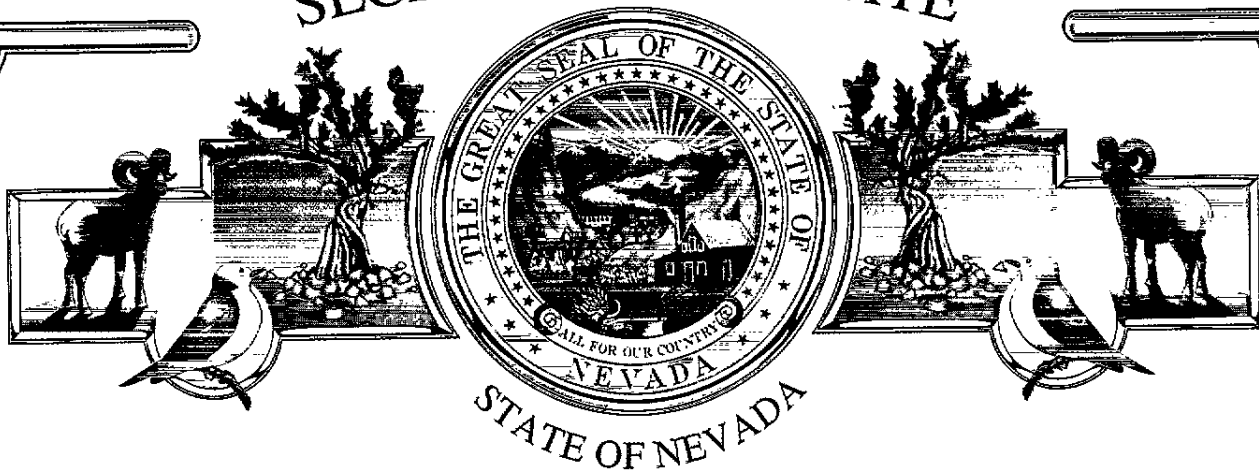
  
(Signature)

Donald L. Harrill

**Filing Fee: \$35 for Designation of Registered Agent**

FILED  
99 MAY 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **HILTON GRAND VACATIONS DEVELOPMENT COMPANY-LAS VEGAS, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 22, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on April 28, 1999.



*Dean Heller*  
Secretary of State

By

*J. Muschman*  
Certification Clerk