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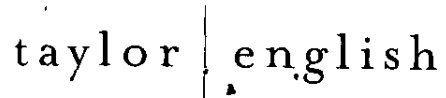
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT -3 PM 1:31

FILED

OCT 13 2014
C. CARROTHERS



Cheryl S. Ware
Email: cware@taylorenghish.com
Phone: 678-336-7296

October 2, 2014

VIA FEDERAL EXPRESS
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

EXPEDITED SERVICE REQUESTED

Re: Club Exploria Association, Inc.

Dear Clerk:

Enclosed please find for Expedited Service, the following original and one copy in connection with the referenced entity:

1. Cover Letter;
2. Amended and Restated Articles of Incorporation of Club Exploria Association, Inc.;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. One check in the amount of \$43.75 for filing fees.

Please file the original and return the Certified Copy in the enclosed, postage paid FedEx envelope. Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Best regards,

TAYLOR ENGLISH DUMA LLP

A handwritten signature in black ink, appearing to read "Cheryl S. Ware".

Cheryl S. Ware
Paralegal

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Club Exploria Association, Inc.

DOCUMENT NUMBER: N08000008013

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cheryl S. Ware

Name of Contact Person

Taylor English Duma LLP

Firm/ Company

1600 Parkwood CIR SE STE 400

Address

Atlanta, Georgia 30339

City/ State and Zip Code

rosspayne@resortlawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl S. Ware

Name of Contact Person

at (678) 336-7296

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLUB EXPLORIA ASSOCIATION, INC.
(a Florida corporation not-for-profit)**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not for Profit Corporation hereby certifies to the Department of State that:

FIRST: These Amended and Restated Articles of Incorporation do not contain amendments that require member approval;

SECOND: These duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them;

THIRD: The Department of State may certify these Amended and Restated Articles of Incorporation as the articles of incorporation currently in effect, without including the certificate information required by section 617.1007(3), Florida Statutes;

FOURTH: The Board of Directors has adopted the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation shall be "Club Exploria Association, Inc." (the "Corporation").

ARTICLE II

The street address of the principal office and the mailing address of the Corporation are:
25 Town Center Blvd., Suite C, Clermont, Florida 34714.

ARTICLE III

The purposes for which the Corporation is organized are:

(a) To be the Club Association Beneficiary to which reference is made in the Declaration and Agreement of Trust of Club Exploria (the "**Trust Declaration**") as now existing or as may hereafter be amended, establishing a trust (hereinafter the "**Trust**") which will own, lease, operate, and otherwise acquire property including, but not limited to, timeshare interests in real property located throughout the United States and abroad, and to establish a plan for the control and use of such property, and to exercise all rights and powers of the Club Association Beneficiary as specified in the Trust Declaration, in the Bylaws of the Corporation, and as provided by law;

(b) To be the Club Association Beneficiary of the Trust created pursuant to the Trust Declaration;

(c) To fix and collect fees or other charges as may be authorized by the Bylaws of the Corporation and the Trust Declaration;

(d) To manage, control, operate, maintain, repair and improve the property owned, leased, operated or otherwise acquired by the Trust pursuant to the Trust Declaration and made available for use by the Beneficiaries of such Trust;

(e) To enforce rules and regulations affecting any property owned, leased, operated or otherwise acquired by the Trust, including any timeshare interests in real property; and

(f) To do any and all things necessary and proper for the accomplishment of the foregoing purposes and to exercise all powers conferred upon not-for-profit corporations by common law and the statutes of the State of Florida.

ARTICLE IV

The method of election of members of the Board of Directors of the Corporation is stated in the Bylaws of the Corporation.

ARTICLE V

The name and address of the registered agent of the Corporation in the State of Florida is: **Resort Law Firm, P.A., 25 Town Center Blvd., Suite C, Clermont, Florida 34714.**

The written acceptance of the said registered agent, as required by Section 617.0501(3) of the Florida Not-For-Profit Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI

The name and address of the incorporator is: **Karen Kraftchick, 25 Town Center Blvd., Suite C, Clermont, Florida 34714.**

ARTICLE VII

The duration of the Corporation is intended to be perpetual.

ARTICLE VIII

Every director and every officer of the Corporation (and the directors and their officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, at all trial and appellate levels, reasonably incurred by or imposed upon any of the foregoing in connection with any proceeding, litigation or settlement in which any of the

foregoing may become involved by reason of being or having been a director or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not any of the foregoing is a director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a director or officer admits or is adjudged guilty of willfulness, feaance or malfeasance in the performance of such officer's or director's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not inclusive of any and all rights of indemnification to which director or officer may be entitled whether by statutes including, but not limited to, Chapter 617 and Chapter 721 of the Florida Statutes, or common law.

[Signature appears on the following page.]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as the Incorporator of the Corporation as of this 26 day of Sept. 2014.

	CLUB EXPLORIA ASSOCIATION, INC. By: <u>Karen Kraftchick</u> Karen Kraftchick, Incorporator
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CLUB EXPLORIA ASSOCIATION, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

This 26 day of September, 2014.

	RESORT LAW FIRM, P.A., a Florida professional corporation, as Registered Agent By: <u>Ross E. Payne</u> Ross E. Payne, its President
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