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FLORIDA PROFIT/NON PROFIT CORPORATION
Reunion Orlando Vacation Owners Association, Inc.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

REUNION ORLANDO VACATION
OWNERS ASSOCIATION, INC.

(a corporation not-for-profit)

All terms used in these Articles of Incorporation of Reunion Orlando Vacation Owners Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Vacation Plan for Reunion Orlando Vacation Ownership Plan (the "Declaration") unless the context otherwise requires. All capitalized but otherwise undefined terms used in these Articles shall have the meanings ascribed to such terms by the Declaration.

ARTICLE I

Name

The name of the corporation will be Reunion Orlando Vacation Owners Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a vacation ownership plan to be known as Reunion Orlando Vacation Ownership Plan (the "Vacation Plan") in accordance with the Declaration and for any other lawful purpose.

2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Declaration or Bylaws, and all other powers reasonably necessary to implement the purpose of the Association.

2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members of the Association in accordance with the provisions of the Vacation Plan Documents.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

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H10000204761 3**ARTICLE IV**Members

The qualifications of members, the manner of their admission to the Association and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Declaration and Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Osceola County, Florida, of a deed or other instrument establishing a change of record title to a Vacation Ownership Interest and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's VOI.

ARTICLE VDirectors

1. The affairs of the Association will be managed by a board of directors consisting of three (3) members.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VIIndemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIIBylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

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ARTICLE VIII

Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of two-thirds (2/3) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or the Timeshare Act.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of the entire membership of the Board and by not less than a majority vote of all of the Owners. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Osceola County, Florida.
5. Notwithstanding anything in these Articles of Incorporation to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all the members and the consent of all record holders of mortgages on any part of the Timeshare Property or on property held by the Association. No amendment shall be made that is in conflict with the Timeshare Act or Declaration. No amendment which affects the rights and privileges provided to the Developer in the Timeshare Act or the Declaration, as determined by the Developer in its sole discretion, shall be effective without the written consent of the Developer.
6. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; as may be required by any lending institution, title insurance company, or public body; to facilitate the operation and management of the Vacation Plan; or to facilitate the sale of Units in the Condominium or Vacation Ownership Interests or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Vacation Plan.

ARTICLE IX

Term

The term of the Association is the life of the Vacation Plan. The Association will be terminated by the termination of the Declaration.

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ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name

Address

F&L Corp

One Independent Drive, Suite 1300
Jacksonville, Florida 32202-5017

ARTICLE XII

Registered Agent

The Association hereby appoints F&L Corp as its Registered Agent to accept service of process within this state, with the Registered Office located at One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017.

ARTICLE XII

Principal Office

The address of the principal office and the mailing address of the Association shall be in care of Wyndham Vacation Management at 8427 SouthPark Circle, Orlando, Florida 32819, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be determined by the Board.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 15th day of September, 2010.

F&L Corp

By: 

Print Name: John F. Sanders

As its: Authorized Agent

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STATE OF FLORIDA)
COUNTY OF ORANGE) SS.

The foregoing instrument was acknowledged before me this 15th day of September, 2010, by John A. Sarnes as Authorized Agent of F&L Corp, on behalf of the corporation. He/she is personally known to me or has produced _____ : s identification.

(NOTARY SEAL)



Carol L. Borglum
(Notary Signature)

CAROL L. BORGLUM
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Reunion Orlando Vacation Owners Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named F&L Corp, located at One Independent Drive, Jacksonville, Florida, 32202-5077, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, Florida Statutes.

F&L Corp

By: 

Print Name: John F. Sanders

As its: Authorized Agent

Date: September 15, 2010

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TALLAHASSEE, FLORIDA

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