

N130000008220

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

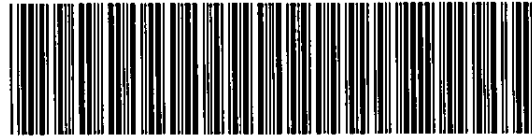
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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*Amended &
Restated*

12/09/13--01041--002 **35.00

FILED
2013 DEC -9 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DDR
12/12/13*

taylor | english

Cheryl L. Schlagenhauff
Email: cschlagenhauff@taylorenghish.com
Phone: 678-336-7296

December 6, 2013

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

Re: Capital Resorts Club, Inc.
Amended and Restated Articles of Incorporation

Dear Clerk:

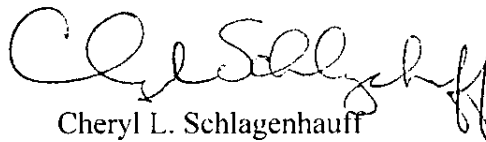
Enclosed please find the following original and one copy in connection with the referenced entity:

1. Cover Letter;
2. Amended and Restated Articles of Incorporation; and
3. One check in the amount of \$35.00 for filing fees.

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

Best regards,

TAYLOR ENGLISH DUMA LLP


Cheryl L. Schlagenhauff

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

5

NAME OF CORPORATION: Capital Resorts Club, Inc.

DOCUMENT NUMBER: N13000008220

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

Please return all correspondence concerning this matter to the following:

Cheryl L. Schlagenhauff

Name of Contact Person

Taylor English Duma LLP

Firm/ Company

1600 Parkwood Circle SE STE 400

Address

Atlanta, GA 30339

City/ State and Zip Code

cschlagenhauff@taylorenghish.com

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

For further information concerning this matter, please call:

Cheryl L. Schlagenhauff

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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
CAPITAL RESORTS CLUB, INC.

(a Florida corporation not-for-profit)**

FILED
2013 DEC -9 PM 4:08
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 617.01201, Florida Statutes;

FOURTH: The Board of Directors having not been appointed, the Incorporator hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is: "**Capital Resorts Club, Inc.**" (the "**Corporation**").

ARTICLE II

The street address of the principal office and the mailing address of the Corporation are: **1635 East Highway 50, Suite 100, Clermont, Florida 34711.**

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 of Trust Declaration of Capital Resorts Club (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 initial registered agent of the Corporation in the State of Florida is: **CT Corporation 1200 South Pine Island Road, Plantation, Florida 33324.**

ARTICLE VI

The name and address of the incorporator is: **Christina L. Moore, Esq., 1600 Parkwood Circle, Suite 400, Atlanta, Georgia 30339.**

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,

feasance 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 5th day of December, 2013.

CAPITAL RESORTS CLUB, INC.

By: Christina Moore
Christina L. Moore, Incorporator