

N97000006856

HOTEL PLAZA ASSOCIATION, INC.

P.O. BOX 22041
Lake Buena Vista, FL 32830-2041
(407) 827-3108

December 8, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-12/09/97--01096--021
****122.50 ****122.50

RE: HOTEL PLAZA ASSOCIATION, INC.


Dear Sir:

Enclosed please find two (2) originally executed Articles of Incorporation for the above referenced corporation.. Please file said Articles for this not for profit corporation, effective as of the date of filing. A check in the amount of \$122.50 is enclosed to cover the following costs of filing:

Filing fee:	\$35.00
Certified copy	\$52.50
Registered Agent Designation:	\$35.00
TOTAL	\$122.50

Thank you for filing same and returning a certified copy to my office, as soon as possible. If you have any questions, please feel free to contact me.

Sincerely,


Dennis BeMent, CHA
President

FILED
97 DEC -9 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12-10-97

**ARTICLES OF INCORPORATION
OF
HOTEL PLAZA ASSOCIATION, INC.
(a corporation not for profit)**

We, the undersigned, being desirous of forming, in association with others, a corporation not for pecuniary profit under the provisions of Chapter 617 of the Florida Statutes, do hereby voluntarily agree to the following:

ARTICLE I - NAME

The name of the corporation shall be HOTEL PLAZA ASSOCIATION, INC.

ARTICLE II - OBJECTS AND PURPOSES

The general nature of the objects and purposes of the corporation shall be:

To transact the business of advertising, promoting and otherwise developing the business interests of the members of this organization currently consisting of the Buena Vista Palace, Courtyard by Marriott, DoubleTree Guest Suites, Grosvenor Resort, Hilton Hotel, Hotel Royal Plaza, and Travelodge (hereafter collectively referred to as "HPA Hotels") in Lake Buena Vista, Florida, including the bringing of the accommodations, goods and services offered therein to the attention of the public through various media such as signs, brochures, newspapers, magazines, commercials, directories, television and radio.

To enhance and generally promote the business reputation of the HPA Hotels and thereby stimulate the commercial activity in said Plaza for the benefit of the members of this organization.

To insure that the general appearance of the HPA Hotels is maintained in a pleasing and attractive manner.

To conduct business, have one or more offices, buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property of any kind or description, including but not limited to, franchises, patents, copyrights, trademarks, service marks and licenses, in the State of Florida and in all other states and countries.

To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income, and,

To do, to the extent a corporation not for pecuniary profit organized pursuant to the laws of the State of Florida may now or hereafter be permitted, either as principal or agent, alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated or designated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation not for pecuniary profit may now or hereafter be organized to do or to exercise under the laws of the State of Florida, or under any act amendatory thereof, supplementary thereto, or substituted therefor.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - QUALIFICATIONS OF MEMBERS

The membership of this corporation shall be constituted by the persons, firms or corporations hereinafter named as subscribers and such other persons, firms or corporations as, from time to time hereafter, may become members, in the manner provided in the By-laws.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

Dennis G. BeMent, CHA
Hotel Royal Plaza
1905 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Louis J. Robbins, CHA
DoubleTree Guest Suites
2305 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Samir A. Shafei, CHA
The Hilton
1751 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Robert L. Stolz, CHA
Buena Vista Palace
1900 Buena Vista Drive
Lake Buena Vista, FL 32830

ARTICLE VI - OFFICERS

Section 1

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2

The names of the person who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	Dennis G. BeMent
Vice President	Samir A. Shafei
Treasurer	Louis J. Robbins
Secretary	Robert L. Stolz

The Office of Secretary may be held by one and the same person as the office of either Vice President or Treasurer.

Section 3

The officers shall be elected annually at the first meeting of the Board of Directors in each calendar year, or at such time or times as may be otherwise provided in the By-Laws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have seven (7) Directors initially. The number of Directors may be increased and changed from time to time by the By-Laws, but shall never be less than three.

Section 2

The Board of Directors shall be comprised of Members or duly authorized representatives of Members of the corporation.

Section 3

The members of the Board of Directors shall be elected and hold office for such terms as the By-Laws shall provide.

Section 4

The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Membership of the corporation are:

Dennis G. BeMent, CHA
Hotel Royal Plaza
1905 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Samir A. Shafei, CHA
The Hilton
1751 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Louis J. Robbins, CHA
DoubleTree Guest Suites
2305 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Robert L. Stolz, CHA
Buena Vista Palace
1900 Buena Vista Drive
Lake Buena Vista, FL 32830

Philip V. Wright, CHA
Travelodge Hotel
2000 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

Jeffrey C. Brinda, CHA
Courtyard by Marriott
1805 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

James Goss, CHA
Grosvenor Resort
1805 Hotel Plaza Boulevard
Lake Buena Vista, FL 32830

ARTICLE VIII - BY-LAWS

Upon proper notice, the By-Laws may be amended, altered or rescinded by a unanimous vote of the Members present at any regular meeting of the Membership or at any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

Upon proper notice, the Articles of Incorporation may be amended by a unanimous vote of the Members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE X - LOCATION

The location of this corporation shall be at 1905 Hotel Plaza Boulevard and the mailing address shall be P.O. Box 22041 in the City of Lake Buena Vista, County of Orange, State of Florida; provided however such location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

ARTICLE XI - DUES

The amount of the annual dues payable by Members shall be such amount as may be, from time to time, determined by the Board of Directors.

ARTICLE XII - MEETINGS

Section 1

The annual meeting for the election of members of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2

The corporation may provide in its By-Laws for the holding of regular meetings in addition to the annual meeting and of special meetings, and for due notice of all such meetings.

Section 3

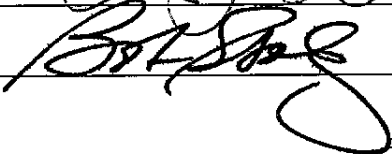
A majority of Members shall constitute a quorum for the holding of any meetings.

IN WITNESS WHEREOF, we, the undersigned, subscribing incorporators, have hereunto set our hands and seals this 8th day of December, 1997, for the purpose of forming this corporation not for profit under laws of the State of Florida.

 (SEAL)

 (SEAL)


 (SEAL)

 (SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 8th day of December, 1997, personally appeared before me ~~Dennis BeMent, Samir Shafei, Louis Robbins, Robert Stolz~~ to me well known to be the persons described in the foregoing Articles each of whom acknowledged me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal at Lake Buena Vista, Orange County, Florida, the day and year first above written.


NOTARY PUBLIC, State of Florida

My commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
SHARON L. SHERRARD
COMMISSION # CC833130
EXPIRES 3/25/2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHO PROCESS
MAY BE SERVED

PURSUANT to Chapter 48.091, FLORIDA STATUTES, the following is submitted in compliance with said Act:

That, HOTEL PLAZA ASSOCIATION, INC., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Lake Buena Vista, County of Orange, State of Florida, has named as Registered Agent, DENNIS G. BeMENT, and the registered Office at 1905 Hotel Plaza Boulevard, Lake Buena Vista, FL 32830, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DENNIS G. BeMENT
Registered Agent

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97 DEC -9 AM 11: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA