

1010000 31540  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

01 MAR 23 PM 12: 29

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: ORLANDO VACATION BUREAU, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100003908541--9  
-03/26/01--01021--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status  
**ADDITIONAL COPY REQUIRED**

FROM: STANLEY R. WHITTINGTON  
Name (Printed or typed)

2345 SAND LAKE ROAD, SUITE 100  
Address

ORLANDO, FLORIDA 32809  
City, State & Zip

407-859-8900 EXT. 6022  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE MAR 28 2001

5v

Articles of Incorporation  
of  
ORLANDO VACATION BUREAU, INC.

**FILED**  
01 MAR 23 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

Name and Duration

The name of the Corporation is Orlando Vacation Bureau, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

Principal Office

The address of the principal office of the Corporation is 2345 Sand Lake Road, Suite 100, Orlando, Florida 32809.

**ARTICLE III**

Registered Office and Agent

The address of the registered office in the State of Florida is 2345 Sand Lake, Suite 120, in the City of Orlando, County of Orange. The name of the registered agent at such address is Stephen D. Korshak, Esq.

**ARTICLE IV**

Corporate Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporation shall be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 7,500 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

## ARTICLE VI

### Incorporator

#### Name

Stanley R. Whittington

#### Address

2345 Sand Lake Road, Suite 100  
Orlando, Florida 32809

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as the director of the Corporation until the first annual meeting of the shareholders are as follows:

#### Name

Deborah L. Linden

#### Address

2345 Sand Lake Road, Suite 100  
Orlando, Florida 32809

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any incorporator, officer, or director, or any former incorporator, officer or director, to the full extent permitted by law.

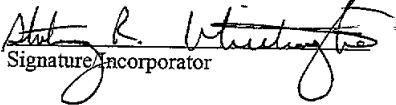
## ARTICLE XI

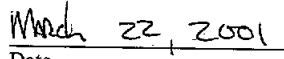
### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 22nd day of March, 2001.

  
Signature, incorporator

  
Date

REGISTERED AGENT CERTIFICATE

FILED

01 MAR 23 PM 12:29

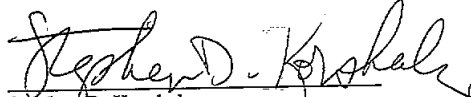
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

That ORLANDO VACATION BUREAU, 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 Orlando, County of Orange, State of Florida, has named Stephen D. Korshak, Esq., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

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, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with § 607.0501, Florida Statutes.

  
Stephen D. Korshak

DATED: March 22, 2001