

P020000071952

CT CORPORATION

CORPORATION(S) NAME

Starwood Vacation Realty, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ Amendment

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☐ Other

☐ LLC

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STARWOOD VACATION REALTY, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Starwood Vacation Realty, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 8801 Vistana Centre Drive, Orlando, Florida 32821-6353. The mailing address of the Corporation shall be Post Office Box 22197, Lake Buena Vista, Florida 32830-2197.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1200 South Pine Island Road, Plantation, Florida 33324. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is CT Corporation System.

The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Victoria H. Carter	8803 Vistana Centre Drive Orlando, Florida 32821

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Thorp S. Thomas	8800 Vistana Centre Drive Orlando, Florida 32821-6353
Joel Pope	8800 Vistana Centre Drive Orlando, Florida 32821-6353

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

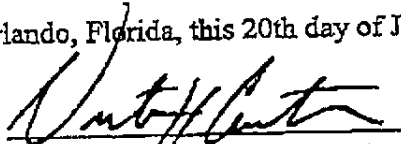
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X - LIMITATION OF LIABILITY

To the fullest extent permitted by the Florida Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effects with respect to any act or omissions of a director of the Corporation occurring prior to such repeal, amendment or modification.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 20th day of June, 2002.


Victoria H. Carter, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.05 of the Florida Statutes.

CT CORPORATION SYSTEM

By: 

Date: June 28, 2002

PETER F. SOUZA
ASSISTANT SECRETARY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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