

OCT 30. 2007 10:16A

NO 138

P.

P07000118825

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000267554 3)))



H070002675543ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 30 PM 1:15

FILED

Heaven 82908

FLORIDA PROFIT/NON PROFIT CORPORATION

DISNEY VACATION DEVELOPMENT HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

1/11

OCT. 30. 2007 10:17AM

C S C

NO. 138 LED P. 2

07 OCT 30 PM 1:16
H07000267554 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DISNEY VACATION DEVELOPMENT HOLDINGS, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I - Name

The name of the Corporation shall be Disney Vacation Development Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the initial principal place of business of the Corporation is 200 Celebration Place, Celebration, Florida 34747-4600, and the initial mailing address of this Corporation is the same as the aforesaid address.

ARTICLE III - Business and Activities

The Corporation may, and is authorized to, engaged in any activity or business permitted under the laws of the United States of America and of the Florida Business Corporation Act. In furtherance of its corporate purposes, this Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Business Corporation Act.

ARTICLE IV - Capital Stock

The authorized capital stock of the Corporation and the maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - Directors

A. The initial number of Directors of the Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation.

H07000267554 3

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the shareholders of the Corporation or until their successors are elected or appointed and have qualified, are:

James M. Lewis

200 Celebration Place
Celebration, FL 34747-4600

Marsha L. Reed

500 South Buena Vista Street
Burbank, CA 91521

Allen R. Weiss

1375 Buena Vista Drive
4th Floor North
Lake Buena Vista, FL 32830

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830, and the name of the initial registered agent of the Corporation at that address is Jeffrey H. Smith.

H07000267554 3

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Diane K. Austin

500 South Buena Vista Street
Burbank, California 91521-0105ARTICLE VIII - Indemnification

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

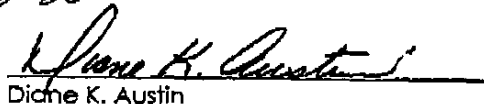
ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Jeffrey H. Smith/Registered Agent

10/22/07
Date


Diane K. Austin

10/29/2007
Date

FILED

07 OCT 30 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA