



ACCOUNT NO. : 0721000000032

REFERENCE : 617279 81310A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 14, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 617279

CUSTOMER NO: 81310A

CUSTOMER: Doreen B. Besse, Legal Asst  
CLIFTON A. LIVINGSTON, ESQ

501 Horatio Street

Tampa, FL 33606

7000001512797  
-06/14/95--01020--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: VACATION BREAK OF CITRUS, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

T. BROWN JUN 14 1995

FILED  
95 JUN 14 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VACATION BREAK OF CITRUS, INC.**

**FILED**  
95 JUN 14 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of this corporation shall be Vacation Break of Citrus, Inc. and its initial place of business shall be located at 7825 North Dale Mabry Highway, Suite 104, Tampa, Florida, 33614.

**ARTICLE II  
Existence of Corporation**

This corporation shall begin existence on the date of filing with the Secretary of State, and shall have perpetual existence.

**ARTICLE III  
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
General Powers**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees 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 or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purposes.
- (q) The corporation shall have the right, upon unanimous consent of all shareholders of the corporation, to be treated as a Small Business Corporation under the Internal Revenue Code, Section 1244.

#### ARTICLE V Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when

issued shall be paid for and shall be nonassessable.

- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 501 Horatio Street, Tampa, FL 33606, and the name of the corporation's initial registered agent at such address is Clifton A. Livingston. The corporation may change its registered office or its registered agent for both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

**ARTICLE VII**  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
Dean Gruber	7825 North Dale Mabry Hwy. Suite 104 Tampa, Florida 33614

**ARTICLE VIII**  
**Incorporators**

The name and address of the incorporator of this corporation is as follows:

Name	Address
Clifton A. Livingston	501 Horatio Street Tampa, FL 33606-2265


**ARTICLE IX**  
**Amendment of Articles of Incorporation**

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 the stockholders herein are subject to this reservation.

**ARTICLE X  
Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.


IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

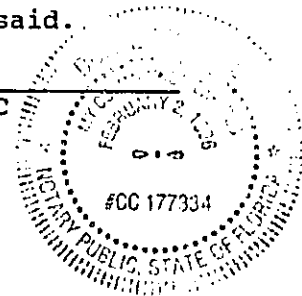
  
\_\_\_\_\_  
CLIFTON A. LIVINGSTON  
(Incorporator and Registered Agent)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 13<sup>th</sup> day of June, 1995, personally appeared CLIFTON A. LIVINGSTON, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
DOREEN B. CALL, NOTARY PUBLIC  
My Commission Expires:



1204 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9171  
904-222-0191 FAX

800-342-8086



**P95000046151**

ACCOUNT NO. : 072100000032

REFERENCE : 736729 81310A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : November 15, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 736729

CUSTOMER NO: 81310A

CUSTOMER: Doreen B. Bease, Legal Asst  
Clifton A. Livingston, Esq  
201 E. Davis Boulevard

Tampa, FL 33606

**FILED**  
95 NOV 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100001037071  
11/17/95 11001-019  
\*\*\*\*35.00 \*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: VACATION BEACH OF CITRUS, INC.

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*Not a change*  
*11/17/95*  
*De*  
**RECEIVED**  
95 NOV 15 PM 4:05



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 15, 1995

CSC NETWORKS  
ATTN: KAREN B. ROZAR

SUBJECT: VACATION BREAK OF CITRUS, INC.  
Ref. Number: P95000046151

*Please give the 15th's  
file date*

We have received your document for VACATION BREAK OF CITRUS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 895A00050710




FILED  
55 NOV 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE OF AMENDMENT

We, the undersigned, being the shareholders of Vacation Break of Citrus, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by written consent, pursuant to the provisions of Section 607.134, Florida Statutes:

RESOLVED, that the name of the corporation, Vacation Break of Citrus, Inc. shall be changed to International Holidays of Hillsborough, Inc.; as of this date, the corporation shall henceforth be known as International Holidays of Hillsborough, Inc. The amendment was adopted on November 13, 1995.

Dated this 13<sup>th</sup> day of November, 1995.

  
\_\_\_\_\_  
Dean Gruber, Shareholder, President, Director

  
\_\_\_\_\_  
Lyndi Demers, Shareholder

  
\_\_\_\_\_  
Alison Kirkness, Shareholder

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14 day of November, 1995, by Dean Gruber, who is personally known to me, and he acknowledged

11/10/95

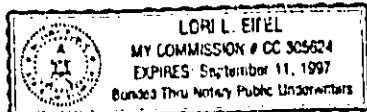
17:13

0013 254 1409

PRIMARY BEST BY

0007

that he executed the same as the shareholder of the corporation for the purposes therein expressed.

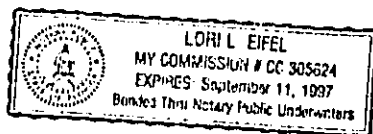


Lori L. Eifel  
Notary Public

Lori L. Eifel  
Notary's Printed Name  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of November, 1995, by Lyndi Demers, who is personally known to me, and she acknowledged that she executed the same as the shareholder of the corporation for the purposes therein expressed.

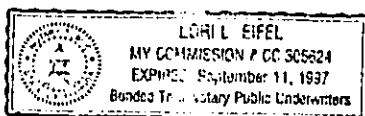


Lori L. Eifel  
Notary Public

Lori L. Eifel  
Notary's Printed Name  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of November, 1995, by Alison Kirkness, who is personally known to me, and she acknowledged that she executed the same as the shareholder of the corporation for the purposes therein expressed.



Lori L. Eifel  
Notary Public


Lori L. Eifel  
Notary's Printed Name  
My Commission Expires:

ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS  
OF VACATION BREAK OF CITRUS, INC.

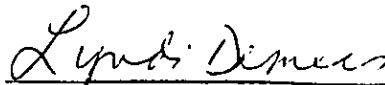
The undersigned, Dean Gruber, Lyndi Demers and Alison Kirkness, being the shareholders of the corporation, Vacation Break of Citrus, Inc., take the following action by written consent:

**RESOLVED**, that the corporation's name shall be changed from Vacation Break of Citrus, Inc. to International Holidays of Hillsborough, Inc.

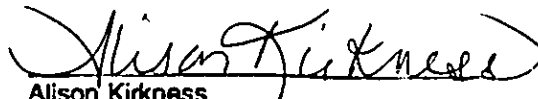
Dated: November 15<sup>th</sup> 1995.



Dean Gruber, Sole Director and  
Shareholder



Lyndi Demers  
Shareholder



Alison Kirkness  
Shareholder

P9500046151

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 777-9900  
904 22-0111 FAX

800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 830729 81310A  
AUTHORIZATION :  
COST LIMIT : % PPD

FILED  
FEB -2 PM 12:09  
TALLAHASSEE, FLORIDA

ORDER DATE : February 2, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 830729

CUSTOMER NO: 81310A

CUSTOMER: Clifton A. Livingston, Esq  
Clifton A. Livingston, Esq  
201 E. Davis Boulevard

Tampa, FL 33606

300001705143  
-02/02/96--01050--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL HOLIDAYS OF  
HILLSBOROUGH, INC.

XXXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SEBENA RANDOLPH

EXAMINER'S INITIALS:

RECEIVED  
96 FEB -2 AM 11:27  
DIVISION OF CORPORATION

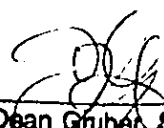
NC  
KRG  
2-2


## ARTICLE OF AMENDMENT

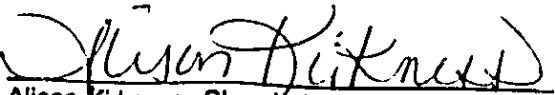
We, the undersigned, being the shareholders of International Holidays of Hillsborough, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by written consent, pursuant to the provisions of Section 607.134, Florida Statutes:

RESOLVED, that the name of the corporation, International Holidays of Hillsborough, Inc. shall be changed to Vacation Break of Citrus, Inc. as of this date, the corporation shall henceforth be known as Vacation Break Of Citrus, Inc.

Dated this 31st day of January, 1996.

  
Dean Gruber, Shareholder *Identified by Florida Driver License*

  
Lyndi Demers, Shareholder *Identified by Florida Driver License*

  
Alison Kirkness, Shareholder *Identified by Florida Driver License*

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Dean Gruber, who is personally known to me, and he acknowledged that he


FILED  
96 FEB -2 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

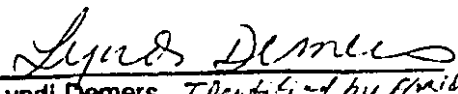
**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS  
OF INTERNATIONAL HOLIDAYS OF HILLSBOROUGH, INC.**

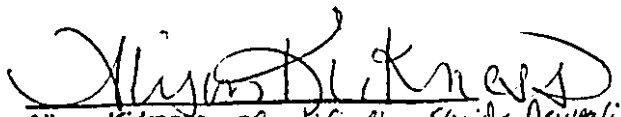
The undersigned, Dean Gruber, Lyndi Demers and Alison Kirkness, being the shareholders of the corporation, International Holidays of Hillsborough, Inc., take the following action by written consent:

**RESOLVED**, that the corporation's name shall be changed from International Holidays of Hillsborough, Inc. to Vacation Break of Citrus, Inc.

Dated: January 31<sup>st</sup>, 1996.

  
\_\_\_\_\_  
Dean Gruber, Sole Director and  
Shareholder *Identified by Florida Driver License*

  
\_\_\_\_\_  
Lyndi Demers *Identified by Florida Driver License*  
Shareholder

  
\_\_\_\_\_  
Alison Kirkness *Identified by Florida Driver License*  
Shareholder

executed the same as the shareholder of the corporation for the purposes therein expressed.

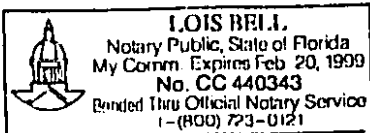


Lois Bell  
Notary Public

Lois Bell  
Notary's Printed Name  
My Commission Expires: 2-20-99

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Lyndi Demers, who is personally known to me, and she acknowledged that she executed the same as the shareholder of the corporation for the purposes therein expressed.

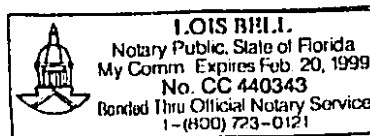


Lois Bell  
Notary Public

Lois Bell  
Notary's Printed Name  
My Commission Expires: 2-20-99

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Alison Kirkness, who is personally known to me, and she acknowledged that she executed the same as the shareholder of the corporation for the purposes therein expressed.



Lois Bell  
Notary Public

Lois Bell  
Notary's Printed Name  
My Commission Expires: 2-20-99