

P96000053083

101 HAYS STREET  
TALLAHASSEE, FL 32301  
904.224.1111 FAX

800-342-8086



PRINCIPAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 995961 4323852

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDERED BY  
DATE  
\*\*\*12345678901234567890\*\*\*

ORDER DATE : June 21, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 995961

CUSTOMER NO: 4323852

File Fast!!

CUSTOMER: Mary Fendle, Legal Assistant  
DEAN, MEAD, EGERTON,  
BLOODWORTH, CAPOUANO & BOZARTH  
800 North Magnolia Avenue  
Suite 1500  
Orlando, FL 32803

File Fast!!

DOMESTIC FILING

NAME: JAA WGV HOLDINGS, INC.

EFFECTIVE DATE:

☒ 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: Clint D. Fuhrman

EXAMINER'S INITIALS:

6/21/96

ARTICLES OF INCORPORATION  
OF  
JAA WGV HOLDINGS, 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 JAA WGV Holdings, 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 ten thousand (10,000), of which one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and nine thousand (9,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

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 8801 Vistana

Centro Drive, Orlando, Florida 32821-6353. 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 Jeffroy A. Adler. 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 are:

<u>Name</u>	<u>Address</u>
Jeffroy A. Adler	8801 Vistana Centro Drive Orlando, Florida 32821-6353

#### 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 one (1).

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 name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, are:

Name	Address
Jeffrey A. Adler	8801 Vistana Centro Drive Orlando, Florida 32821-6353

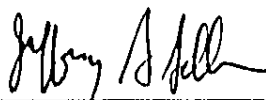
ARTICLE VIII - DATE OF EXISTENCE

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

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 20<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Jeffrey A. Adler

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
\_\_\_\_\_  
Jeffrey A. Adler

Date: June 20, 1996

1201 HAYS STREET  
TALLAHASSEE, FL 32304-2607  
904-222-9171  
904-222-0111 FAX

800-342-8086



P96000053083

ACCOUNT NO. : 072100000032  
REFERENCE : 195376 4323852  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : December 19, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 195376-005

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant  
Dean Mead Egerton Bloodworth  
Suite 1500  
800 North Magnolia Avenue  
Orlando, FL 32803

200002049942--0  
-01/08/97--01023--013  
\*\*\*\*157.50 \*\*\*\*157.50

ARTICLES OF MERGER

JGG WGV HOLDINGS, INC.  
AND  
RLG WGV HOLDINGS, INC.

INTO

JAA WGV HOLDINGS, INC.

FILED  
96 DEC 19 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 19 PM 3:03

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest  
EXAMINER'S INITIALS:

12/19/96  
Mergers  
w/ NTH  
Charles

P96000053083

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

JGG WGV HOLDINGS, INC., a Florida corporation, P96000055199

RLG WGV HOLDINGS, INC., a Florida corporation, P96000053079

INTO

JAA WGV HOLDINGS, INC. which changed its name to

**VISTANA WGV INVESTMENT, INC.,** a Florida corporation, P96000053083

File date: December 19, 1996

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER OF  
JGG WGV HOLDINGS, INC. AND RLG WGV HOLDINGS, INC.  
WITH AND INTO JAA WGV HOLDINGS, INC.

FILED  
96 DEC 19 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of JGG WGV Holdings, Inc., a Florida corporation and RLG WGV Holdings, Inc., a Florida corporation, with and into JAA WGV Holdings, Inc., a Florida corporation, with JAA WGV Holdings, Inc. being the surviving corporation, is attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 17th day of December, 1996.

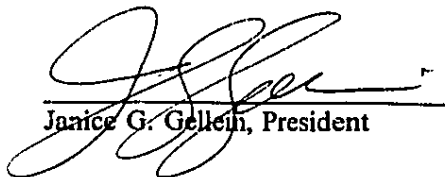
ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 17th day of December, 1996.

JGG WGV HOLDINGS, INC.

By:

  
Janice G. Gellein, President

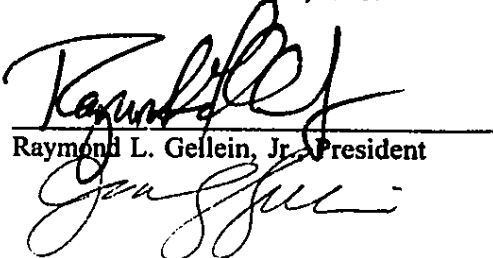
JAA WGV HOLDINGS, INC.

By:

  
Jeffrey A. Adler, President

RLG WGV HOLDINGS, INC.

By:

  
Raymond L. Gellein, Jr., President



STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1996, by Janice G. Gellein, President of JGG WGV Holdings, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me [or have produced \_\_\_\_\_ as identification] and did [did not] take an oath.

Donna L. Bershaw  
[signature of Notary]

DONNA L. BERSHAW  
[name of Notary, typed, printed or stamped]

Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

(NOTARY'S SEAL)

OFFICIAL NOTARY SEAL DONNA L. BERSHAW NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC323768 MY COMMISSION EXP. NOV. 13, 1997
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STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1996, by Raymond L. Gellein, President of RLG WGV Holdings, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me [or have produced \_\_\_\_\_ as identification] and did [did not] take an oath.

Donna L. Bershaw  
[signature of Notary]

DONNA L. BERSHAW  
[name of Notary, typed, printed or stamped]

Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

(NOTARY'S SEAL)

OFFICIAL NOTARY SEAL DONNA L. BERSHAW NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC323768 MY COMMISSION EXP. NOV. 13, 1997
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STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1996, by Jeffrey A. Adler, President of JAA WGV Holdings, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me [or have produced \_\_\_\_\_ as identification] and did [did not] take an oath.

Donna L. Bershaw  
[signature of Notary]

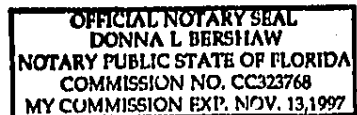
DONNA L. BERSHAW  
[name of Notary, typed, printed or stamped]

Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

(NOTARY'S SEAL)



PLAN OF MERGER OF  
JGG WGV HOLDINGS, INC. AND RLG WGV HOLDINGS, INC.  
WITH AND INTO JAA WGV HOLDINGS, INC.

1. JGG WGV Holdings, Inc., a Florida corporation ("JGG") and RLG WGV Holdings, Inc., a Florida Corporation ("RLG"), shall merge with and into JAA WGV Holdings, Inc., a Florida corporation ("JAA"), with JAA as the surviving corporation.

2. Upon the consummation of the merger of JGG and RLG with and into JAA, the separate existence of JGG and RLG shall cease. JAA, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of JAA shall not be affected by the merger and upon the merger, JAA, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of JGG and RLG prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with JGG and RLG shall be preserved and remain unimpaired by the merger, all liens upon the properties of JGG and RLG shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of JGG and RLG shall henceforth attach to JAA and may be enforced against JAA to the same extent as if such obligations and duties have been incurred by JAA. Additionally, any existing claim or action or proceeding pending by or against JGG, RLG or JAA may be continued as if the merger did not occur or JAA may be substituted in such proceedings for JGG and/or RLG.

3. The manner and basis of converting the shares of JGG and RLG into shares of JAA following the merger are as follows:

a. At the effective date of the merger, (i) each share of Class A voting common stock, One Dollar (\$1.00) par value, of JAA issued and outstanding immediately prior to the merger shall be converted into twenty (20) shares of Class A voting common stock, One Dollar (\$1.00) par value, of JAA and (ii) each share of Class B non-voting common stock, One Dollar (\$1.00) par value, of JAA issued and outstanding immediately prior to the merger shall be converted into twenty (20) shares of Class B non-voting common stock, One Dollar (\$1.00) par value, of JAA.

b. At the effective date of the merger, (i) each share of Class A voting common stock, One Dollar (\$1.00) par value, of JGG issued and outstanding shall be converted into Ten (10) shares of Class B non-voting common stock, One Dollar (\$1.00) par value, of JAA and (ii) each share of Class B non-voting common stock, One Dollar (\$1.00) par value, of JGG issued and outstanding shall be converted into ten (10) shares of Class B non-voting common stock, One Dollar (\$1.00) par value, of JAA. The total consideration that the shareholder of JGG shall receive for the Twenty-Five (25) shares outstanding, One Dollar (\$1.00) par value, Class A voting common stock of JGG and the Two Hundred Twenty-Five

(225) shares of outstanding, One Dollar (\$1.00) par value Class B non-voting common stock of JGG shall be Two Thousand Five Hundred (2,500) shares of One Dollar (\$1.00) par value Class B non-voting common stock of JAA.

c. At the effective date of the merger, (i) each share of Class A voting common stock, One Dollar (\$1.00) par value, of RLG issued and outstanding shall be converted into Twenty (20) shares of Class A voting common stock, One Dollar (\$1.00) par value, of JAA and (ii) each share of Class B non-voting common stock, One Dollar (\$1.00) par value, of RLG issued and outstanding shall be converted into Eight and 89/100 (8.89) shares of Class B non-voting common stock, One Dollar (\$1.00) par value, of JAA. The total consideration that the shareholder of RLG shall receive for the Twenty-Five (25) shares outstanding, One Dollar (\$1.00) par value, Class A voting common stock of RLG and the Two Hundred Twenty-Five (225) shares of outstanding, One Dollar (\$1.00) par value, Class B non-voting common stock of RLG shall be Five Hundred (500) shares of One Dollar (\$1.00) par value Class A voting common stock of JAA and Two Thousand (2,000) shares of One Dollar (\$1.00) par value Class B non-voting common stock of JAA.

4. The Articles of Incorporation of JAA in effect at the time of the merger, shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of JAA, except that Article I of the Articles of Incorporation of JAA shall be amended in its entirety to read as follows:

#### ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be  
"Vistana WGV Investment, Inc."

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.