

P9600055195



ACCOUNT NO. : 072100000032

REFERENCE : 004443 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 004443

CUSTOMER NO: 4323852

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

600001879996  
-06/28/96--01051--014  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: JGG OP HOLDINGS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

EXAMINER'S INITIALS:

FILED  
96 JUN 28 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
95 JUL 28 11:08  
DIVISION OF CORPORATIONS

GB 6/28/96

ARTICLES OF INCORPORATION  
OF  
JGG OP HOLDINGS, INC.

**FILED**  
96 JUN 28 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 JGG OP Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 642 Interlachen Avenue, Winter Park, Florida 32789, which shall also be the mailing address of the Corporation.

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 642 Interlachen

Avenue, Winter Park, Florida 32789. 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 Janice G. Gellein. 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>
Janice G. Gellein	642 Interlachen Avenue Winter Park, Florida 32789

#### 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
Janice G. Gellein	642 Interlachen Avenue Winter Park, Florida 32789

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 24 day of June, 1996.

  
Janice G. Gellein

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: 

Janice G. Gellein

Date: June 24, 1996

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**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**JGG OP HOLDINGS, INC., a Florida corporation, P96000055195**

**RLG OP HOLDINGS, INC., a Florida corporation, P96000053088**

**INTO**

**JAA OP HOLDINGS, INC. which changed its name to**

**VISTANA OP INVESTMENT, INC., a Florida corporation, P96000053088**

**File date: December 19, 1996**

**Corporate Specialist: Darlene Connell**