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Document Number Only

Ralph C. Dattilio, Esq.

Broad & Cassel

Requestor's Name

215 S. Monroe, Suite 400

Address

Tall. FL 32301 681-6810

City

State

Zip

Phone

CORPORATION(S) NAME

Theme World, Inc.

FILED

97 APR 24 AM 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☐ Walk In

☒ Will Wait

☐ Pick Up

☐ Mail Out

X Certificate of Status

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

K.R. APR 25 1997

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 400
215 S. MONROE STREET
POST OFFICE DRAWER 11300
TALLAHASSEE, FL 32301
(904) 681-6810
FAX (904) 681-9792

April 24, 1997

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL

Via Hand Delivery

Re: Theme World, Inc.

Dear Sir/Madam:

Please provide the undersigned with a Certificate of Status for Theme World, Inc.. Also, please call this office when it is ready so we can pick it up. Our check in the amount of \$131.25, cost of the certificate and filing of the Articles of Incorporation is enclosed.

Thank you for your attention to this matter.

Sincerely,



Kathleen C. Colson
Paralegal

kcc
Encl.

REV148240007RCDKCC04.24C

ARTICLES OF INCORPORATION
OF
THEME WORLD, INC.

FILED
97 APR 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Florida, hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: THEME WORLD, INC.

ARTICLE II. PURPOSE

The general purpose for which this corporation is organized is to conduct any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. LIMITATION

Notwithstanding the foregoing or anything herein set forth to the contrary, the sole purpose of this corporation shall be to own the Theme World campground and improvements located at the southwest junction of Interstate 4 and U.S. Highway 27 in Davenport, Florida ("the Facility" as that term is defined in the Loan Agreement hereafter described) until all indebtedness (the "Indebtedness"), referred to in that certain Loan Agreement (the "Loan Agreement") between this corporation, as Borrower, and GLN Capital Co., LLC, as Lender, has been paid in full, which Indebtedness is secured by all the real and personal property owned by this corporation in accordance with all loan documents related thereto, this corporation shall not take any act that would cause this corporation not to be a "Single Purpose Entity" as

hereinafter defined.

As used in this Article III:

"Single Purpose Entity" means a corporation which, at all times since its formation and thereafter (i) is organized solely for the purpose of owning the Facility, (ii) has not and will not engage in any business unrelated to the ownership of the Facility, (iii) has not and will not have any assets other than those related to the Facilities, (iv) except as otherwise expressly permitted by the Loan Agreement has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of shareholder interest or amendment of its articles of incorporation, (v) at all relevant times will have at least one Independent Director, (vi) the board of directors of the corporation may not take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless all of the directors, including an Independent Director, shall have participated in such vote, (vii) has not and will not fail to correct any known misunderstanding regarding the separate identity of such entity, (viii) without the unanimous consent of all of the directors, has not and will not with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest (a) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; (b) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for such entity or all or any portion of such entity's property; (c) make any assignment for the benefit of such entity's creditors; or (d) take any action that might cause such entity to become insolvent, (ix) has maintained and will maintain its accounts, books and records separate

from any other person or entity, (x) has maintained and will maintain its books, records resolutions and agreements as official records, (xi) has not and will not commingle its funds or assets with those of any other entity, (xii) has held and will hold its assets in its own name, (xiii) has conducted and will conduct its business in its name, (xiv) has maintained and will maintain its financial statements, accounting records and other entity documents separate from any other person or entity, (xv) has paid and will pay its own liabilities out of its own funds and assets, (xvi) has observed and will observe all corporate formalities, (xvii) has maintained and will maintain an arms-length relationship with its affiliates, (xviii) (a) will have no indebtedness other than the Indebtedness and unsecured trade payables in the ordinary course of business relating to the ownership and operation of the Facilities which (1) do not exceed, at any time, a maximum amount of one percent (1%) of the Loan Amount (as defined in the Loan Agreement) and (2) are paid within thirty (30) days of the date incurred, (xix) has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for the Indebtedness, (xx) will not acquire obligations or securities of its shareholders, (xxi) has allocated and will allocate fairly and reasonably shared expenses, including, without limitation, shared office space and uses separate stationary, invoices and checks, (xxii) except pursuant hereto, has not and will not pledge its assets for the benefit of any other person or entity, (xxiii) has held and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity, (xxiv) has not made and will not make loans to any person or entity, (xxv) has not and will not identify its shareholders, or any affiliates of any of them as a division or part of it, (xxvi) has not entered and will not enter into

or be a party to, any transaction with its shareholders or its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party, (xxvii) has paid and will pay the salaries of its own employees from its own funds, and (xxviii) has maintained and will maintain adequate capital in light of its contemplated business operations.

ARTICLE IV. TERMS OF EXISTENCE

The corporation is to commence its existence on the date of filing these Articles of Incorporation with the Secretary of State, State of Florida, and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE V. AMOUNT OF AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue is 1000 shares, having \$1.00 nominal or par value each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the director(s) at a meeting called for such purpose or at the organizational meeting.

All of the aforementioned stock is to be issued as fully-paid and non-assessable.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. INITIAL STREET ADDRESS

The initial street address in this state of the principal office of the corporation is: 2800 S. Rural Road, Tempe, Arizona 85282 and its initial registered agent at 215 South Monroe Street, Suite 400, Tallahassee, FL 32301 is RALPH C. DATILLIO.

ARTICLE VIII. NUMBER OF DIRECTORS

Subject to Article III, the Board of Directors shall consist of not fewer than one (1) nor more than five (5) directors. The name and address of the initial director of this corporation is as follows:

Name	Address
Martin Gerst	2800 S. Rural Road Tempe, AZ 85282
Brad Edson	2800 S. Rural Road Tempe, AZ 85282

ARTICLE IX. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows:

Name

Address

Ralph C. Datillio

215 S. Monroe St.
Suite 400
Tallahassee, FL 32301


THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts contained herein stated are true.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24 day of April, 1997.


RALPH C. DATILLIO
Incorporator

STATE OF FLORIDA)
COUNTY OF LEON) SS:

BEFORE ME, a Notary of Public, authorized to take acknowledgments in the state and county aforesaid, personally appeared RALPH C. DATILLIO, who acknowledged before me that he executed the Articles of Incorporation above set forth. Witness my hand and seal this 24th day of April, 1997.


Kathleen C. Colson
Notary Public
My Commission Expires:



THEME WORLD, INC.

a corporation organizing under the laws of the State of Florida with its principal office at 2800 S. Rural Road, Tempe, Arizona, 85282, has named RALPH C. DATILLIO, whose address is 215 S. Monroe St., Suite 400, Tallahassee, Florida 32301 as its agent to accept service of process within this state.

A C C E P T A N C E

I agree as Registered Agent to accept service of process; to keep my office open during prescribed hours; and to post my name in some conspicuous place in my office as required by law.



RALPH C. DATILLIO
Registered Agent

4-24-97

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA