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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

800002275028--7
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****122.50 ****122.50

CORPORATION(S) NAME

Orlando Resort Investors, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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8/22/97

97 AUG 22 PM 12:40
DIVISION OF CORPORATION

CR2E031 (1-89)

K.R. AUG 22 1997

ARTICLES OF INCORPORATION
OF
ORLANDO RESORT INVESTORS, INC.

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ARTICLE I - NAME

The name of the corporation is "ORLANDO RESORT INVESTORS, INC." (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation are each 1886 Route 52, Hopewell Junction, New York 12533.

ARTICLE III - CAPITAL STOCK

Section 1. **Capital Stock, Designation and Number of Shares.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 200,000 shares, par value \$.01 per share, 100,000 shares shall be designated as Series A Common Stock, par value \$.01 per share ("Series A Common Stock"), and 100,000 shall be designated as Series B Common Stock, \$.01 par value share ("Series B Common Stock"). Except as otherwise provided herein, all shares of Series A Common Stock and Series B Common Stock shall be identical and shall be equal in all respects to every other share.

Section 2. **Voting Rights.** Except as otherwise provided by applicable law, the holders of the Series A Common Stock shall possess exclusive voting power for the election of Directors and for all other purposes. Each holder of outstanding shares of Series A Common Stock shall be entitled to one vote for each share held by such holder. To the extent that the holders of Series B Common Stock are entitled by applicable law to vote on any matter, each holder shall be entitled to one vote for each share of the Series B Common Stock held by such holder.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is Museum Tower, Suite 2200, 150 West Flagler Street, Miami, Florida 33160; and the name of the initial registered agent of the Corporation at that address is E. Richard Alhadeff.

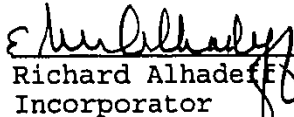
ARTICLE V - INCORPORATOR

The name and address of the person filing these Articles of Incorporation are E. Richard Alhadeff, Museum Tower, Suite 2200, 150 West Flagler Street, Miami, Florida 33160.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence now or permitted hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on August __, 1997.

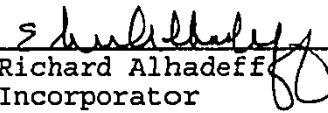

E. Richard Alhadeff
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations of Section 607.0501 et seq. of the Florida Statutes.


E. Richard Alhadeff
Incorporator

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