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C. ANDREW COOMES  
ATTORNEY AT LAW

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March 19, 1998

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-03/20/98-01088-012  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: RESORTS FOUR CENTRAL FLORIDA, INC.

Dear Sir:

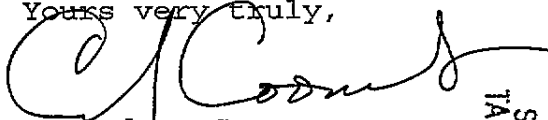
Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$122.50 which will cover the \$35.00 filing fee, \$52.50 fee for certified copy and \$35.00 registered agent fee.

The initial officer of the corporation will be as follows:

James J. Schroeder, President/Director  
1516 Lakeview Drive  
Kissimmee, FL 34744

Yours very truly,

  
C. Andrew Coomes

CAC/atr  
enclosures

Dmc  
3.20.98

RECEIVED  
MAR 20 PM 12:52  
FILED  
98 MAR 20 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

98 MAR 20 PM 12:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RESORTS *FOUR* CENTRAL FLORIDA, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is **RESORTS *FOUR* CENTRAL FLORIDA, INC.**, a Florida corporation at 1516 Lakeview Drive, Kissimmee, FL 34744.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on March 20, 1998.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of owning, developing, promoting and managing property, and for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock with a par value of One Cent (\$0.01) per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1516 Lakeview Drive, Kissimmee, FL 34744 and the name of the initial registered agent of this corporation at that address is James J. Schroeder.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is James J. Schroeder, 1516 Lakeview Drive, Kissimmee, Florida 34744

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the person signing these articles is:

James J. Schroeder, 1516 Lakeview Drive, Kissimmee, FL 34744.

## **ARTICLE VIII**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX**

### **PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS**

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of majority of the shares outstanding (or their proxies) shall be necessary to exercise that power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be a party to or may be interested in the contract or transaction; and each person who may become a director of this

corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

## ARTICLE X

### 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 XI

### PREEMPTIVE RIGHTS OF SHAREHOLDERS

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 19<sup>th</sup> day of March, 1998.

  
JAMES J. SCHROEDER

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 1998 by James J. Schroeder, who is personally known to me and who did take an oath.

  
A. T. Rodgers  
Notary Public, State of Florida  
My commission expires: 4/22/2000  
My Commission #CC 525914



A. T. Rodgers  
MY COMMISSION # CC525914 EXPIRES  
April 22, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: **RESORTS FOUR CENTRAL FLORIDA, INC.**

The name and address of the registered agent and office is:

**James J. Schroeder**  
**1516 Lakeview Drive**  
**Kissimmee, Fl 34744**

Signature   
(corporate officer)

Title PRESIDENT

Date MARCH 19, 1998

HAVING BEEN HAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE MARCH 19, 1998

**FILED**  
**98 MAR 20 PM 12:59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**