

P99000085172



ACCOUNT NO. : 072100000032

REFERENCE : 584345 5011958

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 35.00

ORDER DATE : February 10, 2000

ORDER TIME : 2:32 PM

ORDER NO. : 584345-005

CUSTOMER NO: 5011958

CUSTOMER: Ms. Joann Mankamyer
Greenspoon Marder Hirschfeld
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

*Amended &
Restated*
4000003131724--7

DOMESTIC AMENDMENT FILING

NAME: WESTGATE GENERAL FUNDING II,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

*02250, 00524, 00672

FILED
00 FEB 10 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 10 PM 3:08
AJR



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 10, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: WESTGATE GENERAL FUNDING II, INC.
Ref. Number: P99000085172

RESUBMIT
Please give original
submission date as file date.

We have received your document for WESTGATE GENERAL FUNDING II, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please give the date of adoption by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 100A00007118

RECEIVED
00 FEB 11 PM 4:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTGATE GENERAL FUNDING II, INC.

FILED
00 FEB 10 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer hereby files these Amended and Restated Articles of Incorporation for Westgate General Funding II, Inc., a Florida corporation, amending and restating its Articles of Incorporation originally filed with the Florida Secretary of State on September 27, 1999, in accordance with actions adopted by written consent of the Directors as of the date hereof, without shareholder action and shareholder action was not required, pursuant to the provisions of Sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act, the date of adoption of the amendment is February 8, 2000.

ARTICLE I.

NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be Westgate General Funding II, Inc. (the "Corporation"). The address of the Corporation shall be c/o Michael Marder, Greenspoon, Marder, Hirschfeld, Raffin, Ross & Berger, P.A., Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801.

ARTICLE II.

PURPOSES

The general purposes for which this Corporation is organized are:

- (i) to acquire, own, hold and transfer a general partnership interest in Westgate Funding II, Ltd., a Florida limited partnership (the "Depositor");
- (ii) to exercise all rights conferred upon the Corporation as a general partner of the Depositor;
- (iii) to pay distributions on the Corporation's capital stock; and
- (iv) to engage in any lawful act or activity authorized by the Florida Business Corporation Act, as hereinafter amended and supplemented, and any statute successor thereto, as thereafter amended and supplemented, to the extent that such act or activity is incidental to the general purposes stated herein or is necessary or convenient for the accomplishment of such general purposes; provided, however, that the Corporation shall not engage in any act or activity inconsistent with the Interaffiliate Agreement among the Corporation, Central Florida Investments, Inc., a Florida corporation ("CFI"), the Depositor, and such

other persons or entities as the parties shall mutually agree (the "Interaffiliate Agreement").

ARTICLE III.

CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE IV.

INCORPORATOR

The name and street address of the incorporator of this Corporation was:

Michael E. Marder
Suite 1100
135 West Central Boulevard
Orlando, Florida 32801

ARTICLE V.

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801. The name of the registered agent of this Corporation at such address is Michael Marder.

ARTICLE VI.

NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting initially of three (3) directors, one of whom shall be an Independent Director (as hereinafter defined). The number of directors may be increased or decreased from time to time only upon the approval of the holders of a majority of the Corporation's common stock, provided that, at all times, at least one-third of the total number of Directors shall be Independent Directors (as hereinafter defined). For purposes of these Articles of Incorporation, an Independent Director shall be a person who is a Director of the Corporation and who is not a director, officer, employee or beneficial owner of the outstanding shares of the common stock of any person or entity controlling, controlled by, or under common control with the Corporation other than the Depositor or any other direct or indirect finance affiliate of CFI. For purposes of this provision, a person or entity shall be deemed to control another entity if such person or entity possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of such other entity, whether through the ownership of voting securities, by contract, or otherwise.

ARTICLE VII.

LIMITATIONS ON POWERS

Without the affirmative vote of a majority of the directors (including a majority of the Independent Directors), the Corporation shall not:

- (i) amend these Amended and Restated Articles of Incorporation to alter in any manner or delete Article II, Article VI or this Article VII;
- (ii) merge into or consolidate with, or sell its assets substantially as an entirety to, any other person, firm, corporation, partnership or entity;
- (iii) declare or pay any distributions on any of its capital stock; or
- (iv) amend, modify, cancel or revoke any provision of the Interaffiliate Agreement, whether on behalf of the Corporation in its own right or as general partner of the Depositor.

In addition, without the affirmative vote of each member of the Board of Directors, the Corporation shall not:

- (i) institute proceedings to be adjudicated a bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;
- (ii) take any action of the type described in clause (i) above on behalf of or with respect to any partnership of which the Corporation is a general partner; or
- (iii) authorize the dissolution or file a certificate of dissolution with respect to the Corporation or any partnership of which the Corporation is a general partner.

Furthermore, the Corporation shall not, on its own behalf or as general partner on behalf of the Grantor, incur any indebtedness or obligation, or assume or guaranty any indebtedness or obligation of any other entity, other than unsecured short term trade indebtedness in the ordinary course of business and the obligations to be incurred in connection with the transactions contemplated in that certain Transfer and Administration Agreement among the Corporation, the Depositor, Westgate Resorts 1999-A LLC, a Delaware limited liability company, certain affiliates of CFI, FINOVA Capital Corporation, and FINOVA Portfolio Services, Inc.

ARTICLE VIII.

BOARD OF DIRECTORS

The names and street addresses of the members of the Board of Directors, who shall hold office until the next Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
David A. Siegel	5601 Windhover Drive Orlando, Florida 32819
Thomas F. Dugan	5601 Windhover Drive Orlando, Florida 32819
Julianna Johnson	AMACAR Group 5525 Morrison Blvd. Suite 318 Charlotte, NC 28211

IN WITNESS WHEREOF, the undersigned officer has signed these Amended and Restated Articles of Incorporation this 8th day of February 2000.

By: 

David A. Siegel
President