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FLORIDA NON-PROFIT CORPORATION

SEA STREETS ACCESS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

SEA STREETS ACCESS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

The undersigned by these Articles associate themselves for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I. NAME

The name of the corporation shall be SEA STREETS ACCESS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. NOT FOR PROFIT

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE IV. PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To establish, own, manage, operate, preserve and control a beach access easement and related facilities, and to administer, maintain and operate beach access on and over the south six (6) feet of Lot 531, POINCIANA PARK, SECOND ADDITION, an addition to the Town of Palm Beach, Florida according to the Plat thereof recorded in the

Office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, in Plat Book 6, Page 86.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. LIMITATION

The Corporation shall be financed by assessments on Members as provided in the Bylaws and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. (*Purpose*) hereof.

ARTICLE VI. MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

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Name	Address
David Scaff	159 Seaspray Avenue Palm Beach, Florida 33480
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480
Gary Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address for the Corporation shall be 223 Peruvian Avenue, Palm Beach, Florida 33480. The initial registered office of the Corporation shall be located at 223 Peruvian Avenue, Palm Beach, Florida 33480. The name of the initial Registered Agent of the Corporation at that address is: PETER S. BROBERG.

ARTICLE VIII. DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors. Each Director shall be either a person designated by the Sponsor or a person entitled to cast a vote as or for a member of the Corporation, except as otherwise provided herein or in the Bylaws.

B. Members of the Board of Directors shall be elected at the annual meeting of the Corporation Members in the manner specified in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The initial Board of Directors of the Corporation shall be selected by the Sponsor, who is PETER S. BROBERG. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors or by the Sponsor. The first election of Directors shall occur when Voting Members are entitled to elect Directors. Subsequent elections shall be held in conformity with the requirements of the Bylaws of the Corporation.

D. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name	Address
David Scaff	159 Seaspray Avenue Palm Beach, Florida 33480
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480
Gary Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480

ARTICLE IX. OFFICERS

The affairs of the Corporation shall be administered by the officers of the Corporation, consisting of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at the annual meeting of the Corporation. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are as follows:

Name	Address	Title
David Scaff	159 Seaspray Avenue Palm Beach, Florida 33480	President
Bernard R. Baker, III	127 Seaspray Avenue Palm Beach, Florida 33480	Vice President
Gary Woodfield	150 Seaspray Avenue Palm Beach, Florida 33480	Secretary/Treasurer

ARTICLE X. INDEMNIFICATION AND INSURANCE

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if reasonably available, purchase liability insurance to insure all Directors and Officers, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Corporation as a part of the assessments.

ARTICLE XI. BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority of the Board of Directors.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to the law.

ARTICLE XIII. INCORPORATORS

The name and address of the incorporator of the Corporation is as follows:

Name	Address
Peter S. Broberg	223 Peruvian Avenue Palm Beach, Florida 33480

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ARTICLE XIV. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation.

IN WITNESS WHEREOF, the incorporator has signed these Articles on this 8th day of January, 2001.

Peter S. Broberg, Incorporator

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Palm Beach)

BEFORE ME, personally appeared Peter S. Broberg, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 8th day of January, A.D., 2001, in the aforesaid County and State.

John D. O'Neill
NOTARY PUBLIC
My Commission Expires:

JOHN D. O'NEILL
MY COMMISSION # CC 701522
EXPIRES: December 11, 2001
Bonded Thru Notary Public Underwriters

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for SEA STREETS ACCESS ASSOCIATION, INC., A Florida non-profit corporation, at the place designated in the in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 8th day of January, 2001.

Peter S. Broberg, Registered Agent