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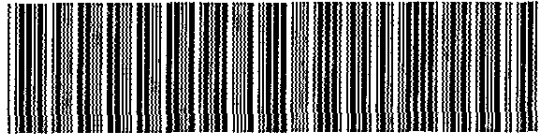
(Business Entity Name)

(Document Number)

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02 DEC 10 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1/10/03

**CHIUMENTO & ASSOCIATES, P.A.**  
**ATTORNEYS AT LAW**

Michael D. Chiumento  
Donald J. Seps  
Christine Costa Camacho  
Michael D. Chiumento III  
Gary Davenport

4 Old Kings Road North, Suite B  
Palm Coast, FL 32137  
(386)445-8900  
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Real Estate Fax (386)445-6702  
E-mail: info@palmcoastlaw.com

December 6, 2002

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

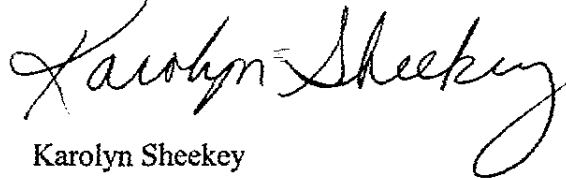
Re: Surf Club II & III Pool & Spa Association, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Surf Club II & III Pool & Spa Association, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey  
Secretary

encl.

FILED  
02 DEC 10 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SURF CLUB II & III POOL & SPA ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with Chapters 617 of the Florida Statutes, the undersigned hereby associate into a corporation for the purpose and with the powers hereinafter set forth, and to that end, do, by these Articles of Incorporation, certify and set forth the following:

**EXPLANATION OF TERMINOLOGY**

A. The terms contained in these Articles of Incorporation which are contained in Chapter 617, Florida Statutes, as amended prior to the date of execution of these Articles, shall have the meaning of such terms set forth in such Act.

B. "Association" as used herein shall mean the Surf Club II & III Pool & Spa Association, Inc., a Florida corporation not for profit, the corporation formed by these Articles, its successors or assigns.

**ARTICLE I  
NAME**

The name of this Association shall be the SURF CLUB II & III POOL & SPA ASSOCIATION, INC., whose present address is 21 Old Kings Road North, Suite B101, Palm Coast, Palm Coast, Florida, 32137.

**ARTICLE II  
PURPOSE OF ASSOCIATION**

The purpose for which the Association is organized is for the ownership operation, maintenance, repair and replacement of recreational facilities located on real property in Flagler County, Florida described on Exhibit "A" attached hereto and described on the Site Plan attached hereto as Exhibit "B".

**ARTICLE III  
POWERS**

The Association shall have the following powers which shall be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit.

2. The Association shall have all of the powers of an association and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

(a) to make, establish and enforce reasonable rules and regulations governing the use of said recreational facilities referred to herein;

(b) to make, levy, collect and enforce Assessments against its Members to provide funds to pay for the expenses of the Association, the maintenance, operation, security, insurance and management of such recreational facilities, in the manner provided herein and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

(c) to collect the Expenses for each said recreational facility administered by the Association;

(d) to maintain, repair, replace and operate each said recreational facility;

(e) to reconstruct improvements of each said recreational facility in the event of casualty or other loss;

(f) to enforce by legal means the provisions of these Articles and any rules and regulations;

(g) to employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation and management of said recreational facilities and to enter into any other agreements consistent with the purposes of the Association;

(h) to carry out its duties and obligations under these documents.

3. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles and the By-Laws.

4. The Association shall make no distribution of income to its members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the By-Laws.

**ARTICLE IV  
MEMBERS**

The qualification of members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by members shall be as follows:

1. Membership in the Association shall be established by the ownership of condominium units within Surf Club II and Surf Club III, as evidenced by an instrument of conveyance. New Members shall deliver a true copy of the instrument of acquisition of title to the Association and thereafter shall be automatically a member of this Association.

2. No member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his condominium unit in Surf Club II or Surf Club III.

3. Each owner shall be entitled to one (1) vote, which vote shall be exercised and cast in accordance with the By-Laws.

**ARTICLE V  
TERM**

The term for which this Association is to exist shall be perpetual.

**ARTICLE VI  
INCORPORATOR**

The Incorporator of the Association is William Harkins whose address is 21 Old Kings Road North, Suite B101, Palm Coast, Florida 32137.

**ARTICLE VII  
OFFICERS**

A. The affairs of the Association shall be managed by a President, one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board of Directors, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board of Directors.

B. The Board of Directors shall elect the President, a Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine appropriate. Such officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors; provided, however, such officers may be removed by such Board of Directors, and other persons may be elected by the

Board of Directors as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary, Assistant Secretary, or Treasurer.

### **ARTICLE VIII FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board of Directors are as follows:

President	-	Valerie Kaan
Vice President	-	William Harkins
Secretary/Treasurer	-	Greg Robinson

### **ARTICLE IX BOARD OF DIRECTORS**

A. The number of Directors on the first Board of Directors of Directors (the "First Board") shall initially be three (3). The Board of Directors may increase the number of Directors to seven (7).

B. The names and addresses of the persons who are to serve as the First Board are as follows:

William Harkins  
Greg Robinson  
Judith Kincaid

C. The Initial Election Meeting and Majority Election Meeting shall be called by the Board of Directors by written notice given to all members in accordance with the By-Laws; provided, however, that the members shall be given at least sixty (60) days notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Purchaser Members and the number of Directors to be designated by Declarant.

D. Declarant shall cause all of its designated Directors to resign ("Declarant's Resignation Event") when Declarant no longer holds for five percent (5%) of the condominium units in Surf Club II and Surf Club III. If Declarant's Resignation Event shall occur after the Majority Election Meeting, then upon the occurrence of the Declarant's Resignation Event, the Directors elected by Purchaser Members shall appoint a successor Director to fill the vacancy caused by the

resignation or removal of Declarant's designated Director. Such successor Director shall serve until the next annual members' meeting, at which time the members shall elect his successor. If, upon the occurrence of the Declarant's Resignation Event, the Majority Election Meeting has not occurred, the remaining Purchaser Director shall call the Majority Election Meeting in accordance with the By-Laws and the Act at which all of the Directors shall be elected by the Purchaser Members.

E. At each annual members' meeting held subsequent to the Declarant's Resignation Event, the Directors shall be elected by the members.

F. Upon the resignation of a Director who has been elected or designated by Declarant or the resignation of an officer of the Association who has been elected by the First Board or the Initial Elected Board, the Association shall be deemed to have remised, released, acquitted, satisfied and forever discharged such officer or Director of and from all manner of action and actions, cause and causes of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or Purchaser Members had, now have, or which any personal representative, successor, heir or assign of the Association or Purchaser Members hereafter can, shall or may have against said officer or Director for, upon, or by reason of any matter, cause or thing whatsoever, relating to his actions as such officer or Director, excepting only willful misconduct or gross negligence, from the beginning of the world to the day of such resignation. Members of the Board of Directors designated by the Declarant have to be members of the Association.

## ARTICLE X INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels or if no litigation or proceeding has been instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation, claim or settlement to which he may be made a party by reason of his being or having been a Director or officer of the Association; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses and liabilities are incurred. If in such litigation, proceeding, claim, or settlement a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance or gross negligence in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled whether by statute or common law.

## ARTICLE XI BY-LAWS

The By-Laws of the Association shall be adopted by the First Board of Directors, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act.

## ARTICLE XII AMENDMENTS

1. The proposed amendment shall be adopted by the affirmative vote of a majority of the votes of all members at an annual members meeting or special meeting of the members. Any number of amendments may be submitted to the members and voted upon by them at one meeting; or

2. An amendment may be adopted by a written statement signed by a majority of all members setting forth their consent to the amendment.

A. A copy of each amendment shall be certified by the Secretary of State of Florida.

B. No amendment may be made to these Articles which shall abridge, amend or alter the rights of Declarant, including the right to designate and select the Directors as provided in Article IX hereof, or the provisions of this Article XII, without the prior written consent of Declarant.

C. Notwithstanding the foregoing provisions of this Article XII, the Board of Directors may amend these Articles without a vote of the members to correct a scrivener's error therein.

## ARTICLE XIII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137 and the initial registered agent of the Association at that address shall be Michael D. Chiumento.

IN WITNESS WHEREOF, the Incorporator has caused these Articles of Incorporation to be executed this 7 day of December, 2002.

  
WILLIAM HARKINS

The undersigned hereby accepts the designation of Registered Agent of Surf Club II & III Pool & Spa Association, Inc., as set forth in Article XIV of these Articles.

  
MICHAEL D. CHIUMENTO



STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF FLAGLER    )

I HEREBY CERTIFY that on this 4 day of Dec., 2002, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared William Harkins, the Incorporator of the Surf Club II & III Pool & Spa Association, Inc., and who executed the foregoing Articles of Incorporation; and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

Karolyn N. Sheekey  
NOTARY PUBLIC



[SEAL]

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF FLAGLER    )

I HEREBY CERTIFY that on this 4 day of December, 2002, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, to me known to be the person described as Initial Registered Agent of Surf Club II & III Pool & Spa Association, Inc., and who executed the foregoing acceptance; and he acknowledged before me that he executed the same for the purposes therein expressed.

Karolyn N. Sheekey  
NOTARY PUBLIC

My Commission Expires:



[SEAL]

**LEGEND :**

- o - 1 1/4" iron pipe and cap #5602 set
- o - 1 1/4" iron pipe and cap #5602 set; 5/8" iron rod and cap #2379 found 0.40' N.
- o - 4" x 4" Concrete monument found
- o - 4" x 4" Concrete monument #2238 found
- o - "Old" 4" x 5" concrete monument found
- o - 5/8" iron rod found

**GENERAL NOTES :**

- This is not a boundary survey. This is a sketch to show that proposed "pool site" for Surfclub II and III Condominium Association.
- No overhead or underground features shown except as noted.
- Record dimensions are shown in parenthesis - field measurements are not.
- This sketch and plat not valid without the signature and the original raised seal of a Florida licensed surveyor and mapper.
- There may be additional restrictions and/or other matters not shown hereon that may be found in all the public records of Flagler County, Florida.
- The expected land use, as classified in the Minimum Technical Standards (S1G17-6, Florida Administrative Code) is "Commercial/High Risk". The minimum relative distance accuracy obtained by measurement and calculation of a closed geometric figure was found to exceed this requirement.
- This sketch not complete without both sheets 1 and 2.
- Description created this survey.
- "Pool Site" Area = 18,153.567230± Square Feet; 0.416749± Acres

**CERTIFICATE:**

This is to certify that the plat delineated hereon is in accordance with the Minimum Technical Standards per Chapter 61G17-6, Florida Administrative Code, pursuant to section 472.027 of the Florida Statutes.

4 December, 2002  
(Field Date)

*[Signature]*  
Bryan E. Fries, PSM #5602

**LEGAL DESCRIPTION FOR PROPOSED "POOL SITE" PARCEL:**

**POOL SITE (PART OF PARCEL 5-B AND 5-C MATANZAS SHORES)**

A PARCEL OF LAND LYING IN GOVERNMENT SECTION 38, TOWNSHIP 10 SOUTH, RANGE 31 EAST, BEING A PORTION OF THE "SUBDIVISION PLAT SECTION 88, PALM COAST RECORDED IN MAP BOOK 26, PAGES 4 AND 5 OF THE PUBLIC RECORDS OF FLAGLER COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: A POINT OF REFERENCE BEING THE INTERSECTION OF THE SOUTHERLY LINE OF SAID GOVERNMENT SECTION 38 EXTENDED WESTERLY TO THE EASTERLY RIGHT-OF-WAY OF THE INTRACOASTAL WATERWAY (500' RIGHT-OF-WAY); THENCE NORTH 171°4'46" WEST ALONG SAID RIGHT-OF-WAY 551.91 FEET TO A POINT BEING THE NORTHWEST CORNER OF "MALLOW WOODS SUBDIVISION" RECORDED IN MAP BOOK 5, PAGE 76, THENCE DEPARTING SAID INTRACOASTAL WATERWAY NORTH 69°39'06" EAST ALONG THE COMMON BOUNDARY OF SAID "MALLOW WOODS" AND SAID "SECTION 88, PALM COAST" 3024.54 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF STATE ROAD A-1-A (180' RIGHT-OF-WAY), SAID POINT BEING ON A CURVE, THENCE NORTHWESTERLY ALONG SAID RIGHT-OF-WAY 585.77 FEET ALONG A CURVE TO THE LEFT (CONCAVE WESTERLY) HAVING A CENTRAL ANGLE OF 28°21'53", A RADIUS OF 1183.24' FEET, A CHORD BEARING OF NORTH 27°12'50" WEST AND A CHORD DISTANCE OF 579.81 FEET TO A POINT OF TANGENCY, THENCE NORTH 41°23'47" WEST ALONG SAID RIGHT-OF-WAY 875.00 FEET, THENCE DEPARTING SAID WESTERLY RIGHT-OF-WAY LINE NORTH 48°36'13" EAST 180.00 FEET TO A POINT OF CURVATURE ON THE EASTERLY RIGHT-OF-WAY LINE OF SAID STATE ROAD A-1-A, THENCE NORTHERLY ALONG SAID RIGHT-OF-WAY 593.85 FEET ALONG A CURVE OF 1183.24 FEET, A CHORD BEARING OF NORTH 27°01'06" WEST AND A CHORD DISTANCE OF 587.64 FEET, THENCE DEPARTING SAID RIGHT-OF-WAY AND CURVE NORTH 69°38'32" EAST 433.52 FEET, THENCE SOUTH 65°21'28" EAST 106.70 FEET, THENCE NORTH 69°38'32" EAST 58.53 FEET, THENCE SOUTH 20°21'28" EAST 525.14 FEET, THENCE SOUTH 43°57'43" WEST 100.61 FEET, THENCE SOUTH 09°11'14" EAST 47.91 FEET, THENCE SOUTH 35°57'32" EAST 123.49 FEET, THENCE SOUTH 58°44'28" EAST 42.43 FEET, THENCE NORTH 69°45'59" EAST 40.40 FEET, THENCE NORTH 20°21'28" WEST 242.89 FEET TO THE POINT OF BEGINNING.

LOCATION: SECTION 38, T. 10 S., R. 31 E. - MATANZAS SHORES

PREPARED FOR:

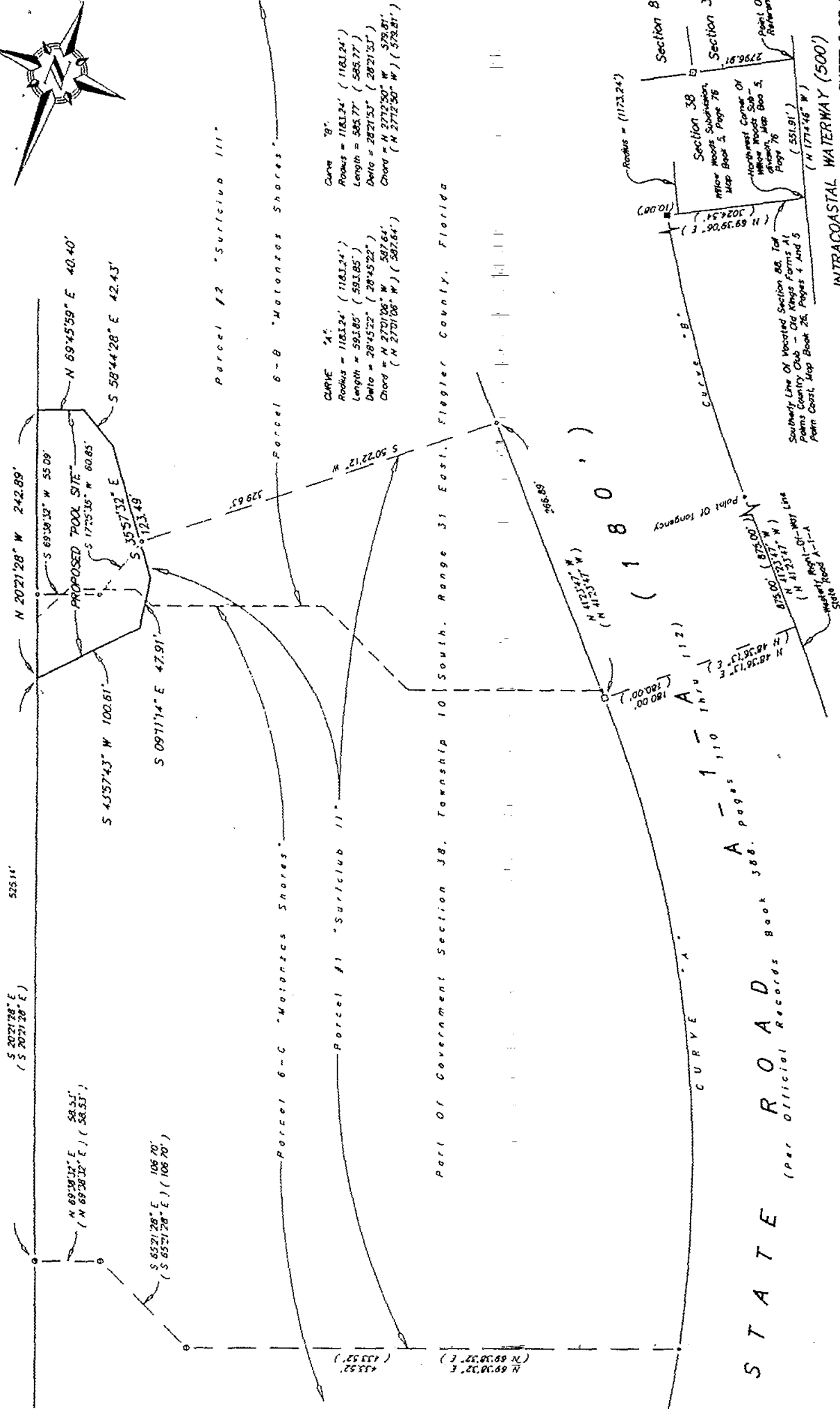
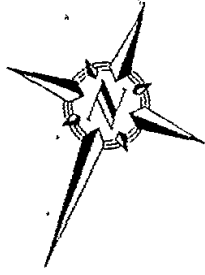
BAY COMMUNITIES  
21 OLD KINGS ROAD NORTH  
PALM COAST, FLORIDA

PART CREP	SCALE
BRYAN E. FRIES	1" = 100'
DRAWN BY	JOB NUMBER
RANDY REUILLE, JR.	1168-2002
CREATED BY	FILE NUMBER
BRYAN E. FRIES	L114-2002

J. B. FRIES AND ASSOCIATES, INC.

Professional Surveyor And Mapper  
1042 North U.S. Highway 1  
Suite 8  
Ormond Beach, Florida 32174  
Phone/Fax (386) 671-1700  
Flagler (386) 517-0517

Original 100' Right-of-Way For State Road A-1-A - Vacated By State Of Florida Department Of Transportation Thru Quit Claim Deed In Official Records Book 387, Pages 0706 To 0711



525.16'

S 20°21'28" E  
(S 20°21'28" E)

N 69°45'39" E, 58.51'  
(N 69°45'39" E, 58.51')

N 69°45'39" E, 40.40'

S 43°57'43" W, 100.81'

S 58°44'28" E, 42.43'

S 65°21'28" E, 106.70'  
(S 65°21'28" E, 106.70')

S 09°11'14" E, 47.91'

Parcel 12 "Surfclub III"

Parcel 6-C "Malonzo's Shores"

Parcel 6-B "Malonzo's Shores"

Parcel 6-A "Malonzo's Shores"

Curve "B"  
Radius = 1183.24' (1183.24')  
Length = 585.77' (585.77')  
Delta = 28°21'53" (28°21'53")  
Chord = N 27°12'50" W, 579.81'  
(N 27°12'50" W, 579.81')

Curve "A"  
Radius = 1183.24' (1183.24')  
Length = 583.85' (583.85')  
Delta = 28°45'22" (28°45'22")  
Chord = N 27°01'08" W, 587.64'  
(N 27°01'08" W, 587.64')

Part Of Government Section 38, Township 10 South, Range 31 East, Flagler County, Florida

(180)

180.00'

100.00'

Radius = 1173.24'

Point Of Tangency

(100.00')

Point Of Reference

N 41°23'57" W, 412.317' W  
(N 41°23'57" W, 412.317' W)

(1024.54')

(1173.24')

N 48°36'13" E, 148.3613' E  
(N 48°36'13" E, 148.3613' E)

(1173.24')

(1173.24')

N 41°23'57" W, 412.317' W  
(N 41°23'57" W, 412.317' W)

(1024.54')

(1173.24')

N 41°23'57" W, 412.317' W  
(N 41°23'57" W, 412.317' W)

(1024.54')

(1173.24')

N 41°23'57" W, 412.317' W  
(N 41°23'57" W, 412.317' W)

(1024.54')

(1173.24')

STATE ROAD

(Per Official Records Book 388, Pages 110 - 111)

Point Of Reference

Point Of Reference

Point Of Reference

Southerly Line Of Vacated Section 38, 1st Palm Beach County Club - Old Kings Farms, A1 Palm Coast, Map Book 26, Pages 4 And 5

Southerly Line Of Vacated Section 38, 1st Palm Beach County Club - Old Kings Farms, A1 Palm Coast, Map Book 26, Pages 4 And 5

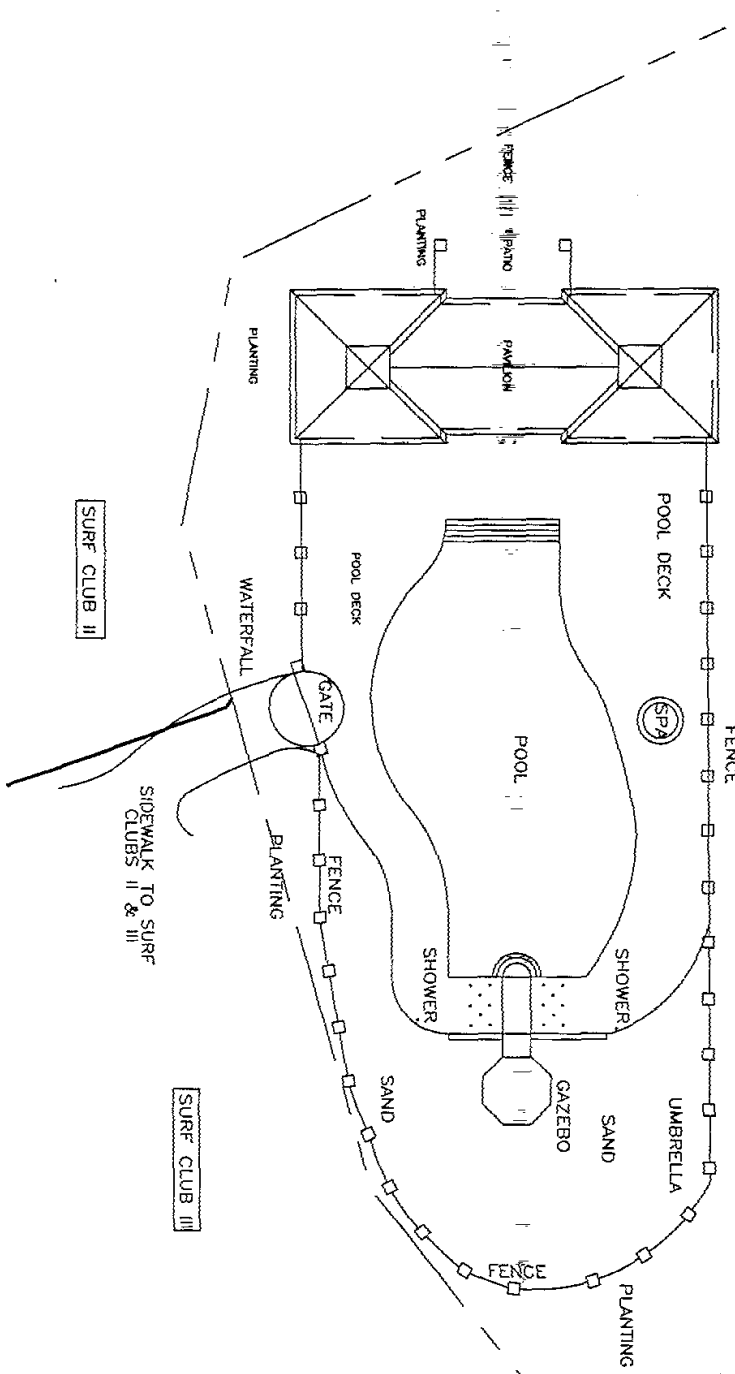
Southerly Line Of Vacated Section 38, 1st Palm Beach County Club - Old Kings Farms, A1 Palm Coast, Map Book 26, Pages 4 And 5


INTRACOASTAL WATERWAY (500)

SHEET 2 OF 2


S20°21'28"E 1038.22'

REAR PROPERTY LINE



  
**THE HASKELL COMPANY**  
 AMERICA'S DESIGN-BUILD LEADER

Surf Club II & III Pool &  
 Spa Association, Inc.  
**FLOOR PLAN- POOL**

  
 11/25/02