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Account Number : 076077003231
Phone : (561) 650-0471
Fax Number : (561) 650-0431

FLORIDA PROFIT/NON PROFIT CORPORATION

Vitaluxury, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VITALUXURY, INC.**

(A Florida Not-For-Profit Corporation)

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of the Corporation shall be "VITALUXURY, INC." (hereinafter referred to as the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal office of the Corporation shall be at 440 Royal Palm Way, Suite 202, Palm Beach, Florida 33480, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE III

DURATION

The term of duration of the Corporation is perpetual, unless it is dissolved pursuant to any applicable provision of Florida law. The Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

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ARTICLE IV

PURPOSE AND POWERS

The primary purpose of the Corporation is to own, lease or operate, for the recreation, pleasure, and benefit of its members on a not-for-profit basis, certain real property, certain improvements and facilities constructed and to be constructed thereon, and certain vehicles, aircraft and watercraft (collectively, the "Assets"), all as more particularly set forth in and regulated by the Bylaws of the Corporation. To carry out these purposes, the Corporation shall be empowered, on a not-for-profit basis, to acquire, rent, lease, let, hold, own, improve, buy, convey, sell or assign property, real, personal or mixed, to borrow money and to lend money, whether secured or on an unsecured basis, and to do and perform all such other acts and things as are necessary to carry out its purposes and as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, unless otherwise restricted by these Articles or the Bylaws of the Corporation.

ARTICLE V

CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members holding membership interests rather than shareholders holding shares.

ARTICLE VI

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any member, Director or officer, and as such they will have no interest in or title to any of the property or Assets of the Corporation; provided, however, the payment of rent or management fees in connection with any of the Assets to any person or entity shall not be deemed a dividend or distribution of income hereunder, notwithstanding that the recipient of any such rent or management fees, or any principal or affiliate of any such recipient, may be a member, Director or officer of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its Directors and officers for expenses reasonably incurred in performing services rendered to the Corporation, nor shall anything herein be construed to prohibit payment by the Corporation of compensation in a reasonable amount to a Director or officer for services rendered to the Corporation in a capacity other than as a Director or officer.

ARTICLE VII

MEMBERSHIP

The members of the Corporation shall be those persons and entities selected for membership as set forth in and regulated by the Bylaws of the Corporation. There shall be a maximum total of twenty thousand and ten (20,010) Memberships in the Corporation, consisting of a maximum of twenty thousand (20,000) Memberships and a maximum of ten (10) Founder Memberships. The qualification for membership, manner of admissions, and rights and obligations of each such class of membership shall be as set forth in and regulated by the Bylaws of the Corporation.

ARTICLE VIII

MEMBERSHIP INTERESTS

The membership interests in the Corporation held by the members shall not be evidenced by physical certificates, as permitted under Section 617.0505(2), Florida Statutes, but rather shall be memorialized by entries on the Corporation's membership interest ledger. The Secretary of the Corporation shall have the sole power and authority to keep and maintain such membership interest ledger, which shall show the names of all members and their addresses, the number and class of membership interests held by each, and the date of the issuance, transfer, repurchase, redemption, or other similar transaction, involving the membership interests. The recording by the Secretary of the Corporation of such transactions shall be deemed to be true and correct and shall be binding upon all members of the Corporation, absent manifest error.

ARTICLE IX

TRANSFER OF MEMBERSHIP

A membership may be transferred only to the Corporation, and may be acquired only through issuance or reissuance of a membership certificate by the Corporation, in accordance with the procedures set forth in the Bylaws of the Corporation.



ARTICLE X
VOTING RIGHTS

Members will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE XI
BOARD OF DIRECTORS

The Board of Directors of the Corporation will be responsible for the administration of the Corporation, and will have the exclusive authority to establish membership fees, set Dues, Assessments, Daily Use Fees, and other fees and charges to the members, establish rules and regulations and, in general, without limitation, control the management and operations of the Corporation. Directors shall be appointed or elected as provided in the Bylaws. Initially, the Board of Directors shall consist of three (3) Directors. The names and addresses of the initial Directors of the Corporation are:

Name	Address
Linda Herzog	440 Royal Palm Way Suite 202 Palm Beach, Florida 33480
George Matar	440 Royal Palm Way Suite 202 Palm Beach, Florida 33480
Michelle Partipillo	440 Royal Palm Way Suite 202 Palm Beach, Florida 33480

ARTICLE XII
OFFICERS

A. The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may appoint such other officers and assistant officers as it may desire. The Board of Directors will appoint all

officers and assistant officers, who may or may not be Members of the Corporation. Any two (2) or more offices may be held by the same person.

B. The names of the initial officers who are to serve until their successors shall be selected are:

Linda Herzog	President
George Matar	Vice President
George Matar	Secretary
Michelle Partipillo	Treasurer

ARTICLE XIII

REMOVAL OF DIRECTORS AND OFFICERS

~~A. Any officer may be removed with or without cause and for any reason prior to the expiration of his or her term, by a two-thirds (2/3) vote of the Board of Directors, at a special meeting of the Directors at which a quorum is present.~~

B. Any Director may be removed with or without cause and for any reason prior to the expiration of his or her term, by a two-thirds (2/3) vote of the Founder Members of the Corporation, at a special meeting of the Founder Members at which a quorum is present.

ARTICLE XIV

LIABILITY FOR DEBTS AND INDEMNIFICATION

Neither the members nor the officers nor the Directors of the Corporation shall be personally liable for any debts of the Corporation. The Corporation shall indemnify and hold harmless, to the maximum extent permitted by applicable law, each person who shall serve at any time as any Director or officer of the Corporation.

ARTICLE XV

BYLAWS

The Bylaws of the Corporation may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation.

ARTICLE XVI

AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS

A two-thirds (2/3) vote of all of the Founder Members of the Corporation and a two-thirds (2/3) vote of all of the members of the Board of Directors will be required to authorize or approve any of the following actions:

- A. Any merger or consolidation of the Corporation with another entity;
- B. Any voluntary dissolution of the Corporation; and
- C. Any amendment of these Articles of Incorporation.

ARTICLE XVII

MEMBERSHIP FEES

Membership fees shall be in such amounts as may be fixed, from time to time, by the Board of Directors in accordance with the provisions of the Bylaws. Founder Members shall never pay membership fees.

ARTICLE XVIII

DUES, ASSESSMENTS AND CHARGES

Members shall pay Dues, Assessments, Daily Use Fees, Incidental Charges incurred for food, beverages, merchandise and other requested Corporation services, and other fees and charges in accordance with the provisions of the Bylaws. Founder Members shall pay Dues, Assessments, Daily Use Fees, Incidental Charges incurred for food, beverages, merchandise and other requested Corporation services, and other fees and charges, according to the same terms and conditions, and in the same manner, as all other Members, all in accordance with the provisions of the Bylaws.

ARTICLE XIX

MANAGEMENT AGREEMENT

The Board of Directors may authorize the Corporation to enter into a management agreement, in the name of and on behalf of the Corporation, with any

person, firm or corporation, including one or more Founder Members or any affiliate(s) thereof, to manage the affairs of the Corporation.

ARTICLE XX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation, company or partnership shall be affected or invalidated by the fact that any Director or officer of the Corporation has a pecuniary interest in or is otherwise interested in, or is a director, officer, partner or member of any such other firm, association, corporation, company or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with or pecuniarily interested in any such person, firm, association, corporation, company or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested, or were not a director, member, partner or officer of such other firm, association, corporation, company or partnership.

ARTICLE XXI

INCORPORATOR

The name and address of the sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Linda Herzog	440 Royal Palm Way Suite 202 Palm Beach, Florida 33480

ARTICLE XXII

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address are the following: JONES FOSTER SERVICE, LLC, 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 14 day of August, 2007.

Incorporator:

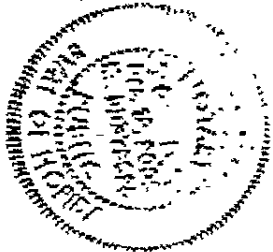
Linda Herzog
Linda Herzog

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 14 day of August, 2007, by Linda Herzog, who is personally known to me or who has produced ☐ as identification.

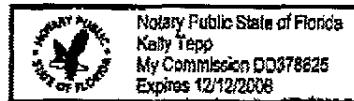
(NOTARY SEAL)



Kelly Tepp
NOTARY PUBLIC

Kelly Tepp
Print Name

MY COMMISSION EXPIRES: 12/12/08



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That VITALUXURY, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, has named JONES FOSTER SERVICE, LLC, located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JONES FOSTER SERVICE, LLC

By: [Signature]
Print Name: LARRY B ALDRAND
Title: MANAGER
Date: 8-14-, 2007

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