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FLORIDA PROFIT/NON PROFIT CORPORATION

Mayacoo Lakes II Club, Inc.

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STATE OF FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
MAYACOO LAKES II CLUB, INC.**

(Florida Not-For-Profit Corporation)

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

**ARTICLE I
NAME**

The name of the Corporation shall be "MAYACOO LAKES II CLUB, INC." (hereinafter referred to as the "Club").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Club shall be at 9697 Mayacoo Club Drive, West Palm Beach, FL 33411 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 Club is perpetual, unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Club shall commence to exist upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

**ARTICLE IV
PURPOSE AND POWERS**

The primary purpose of the Club is to own and operate a country club on real property located in Palm Beach County, Florida, exclusively for the recreation, pleasure, and benefit of its Members (the "Club Facility"). To carry out these purposes, the Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, to borrow money and to lend money, whether secured or unsecured, 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 corporations not-for-profit, unless otherwise restricted by these Articles or the Bylaws.

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**ARTICLE V
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of Members rather than shareholders. Certificates of Membership may be issued to qualified Members. Membership fees for membership certificates may be required, as provided in the Bylaws.

**ARTICLE VI
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Club 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 Club. Nothing herein shall prohibit the Club from reimbursing its Directors and officers for expenses reasonably incurred in performing services rendered to the Club, nor shall anything herein be construed to prohibit payment by the Club of compensation in a reasonable amount to a Director or officer for services rendered to the Club in a capacity other than as a Director or officer.

**ARTICLE VII
MEMBERS**

The Members of the Club shall be those individual persons or legal entities to whom membership certificates are specifically issued, as provided in the Bylaws.

**ARTICLE VIII
BOARD OF DIRECTORS**

The number of Directors and the manner of their election or appointment shall be as set forth in the Bylaws.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The Club's initial registered office is 340 Royal Poinciana Way, Suite 321, Palm Beach, FL 33480 and the initial registered agent at that office is M. Timothy Hanlon.

**ARTICLE X
LIABILITY FOR DEBTS AND INDEMNIFICATION**

Neither the Members nor the incorporator, officers or the Directors of the Club shall be liable for the debts of the Club. The Club shall indemnify and hold harmless, to the maximum extent permitted by Florida Statutes, each person who shall serve at any time as incorporator, officer or Director.

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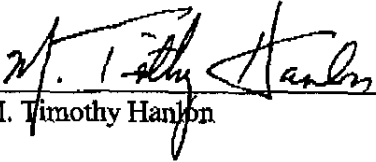
**ARTICLE XI
AMENDMENT OF ARTICLES**

These Articles may be amended or altered by the affirmative vote of two-thirds of the Board of Directors and a majority of the Members.

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator of the Club is M. Timothy Hanlon, 340 Royal Poinciana Way, Suite 321, Palm Beach, FL 33480.

IN WITNESS WHEREOF, the said incorporator has executed these Articles of Incorporation this 25th day of May, 2009.


M. Timothy Hanlon

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TALLAHASSEE, FLORIDA

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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 and 617.0501,, Florida Statutes, the following is submitted in compliance with said Act: that Mayacoo Lakes II Club, Inc., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at Palm Beach, Florida, has named M. Timothy Hanlon, located at 340 Royal Poinciana Way, Suite 321, Palm Beach, FL 33480 as its Registered Agent to accept service of process within this state.

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.

Date: 5/29/09

M. Timothy Hanlon
M. Timothy Hanlon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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