

ARTICLES OF INCORPORATION
OF
EASTPOINTE GOLF & COUNTRY CLUB, INC.

Article I. Name

The name of the corporation shall be: Eastpointe Golf & Country Club, Inc. (the "Corporation").

Article II. Principal Office

The initial principal office and mailing address of the Corporation shall be:

13462 Crosspointe Drive
Palm Beach Gardens, FL 33418

Article III. Purposes

The Corporation is organized to own and operate a private golf, tennis, fitness, sporting and social club for the pleasure and recreation of its membership, their families and guests, and otherwise to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code").

Article IV. Power and Authority

The Corporation shall have the power and authority to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of the purposes set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida, so far as permitted by Section 501(c)(7) of the Code.

Article V. Membership

The Corporation shall have such categories of, qualifications and manner of admission for, and rights, including distributive rights, obligations and transferability of membership in the Corporation as may be established by the Board of Directors from time to time in one or more separate writings or as may be set forth in the bylaws from time to time.

Article VI. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, from time to time, but shall never be less than the minimum required by law.

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Article VII. Manner of Directors' Election

The directors of the Corporation shall be elected or appointed as provided in the Corporation's bylaws from time to time.

Article VIII. Initial Directors/Officers

The names and addresses of the initial directors and initial officers are:

Laura Lassman, Director and President 13265 Bonnette Drive Palm Beach Gardens, FL 33418	Richard A. Savrann, Director 13866 Greensview Drive Palm Beach Gardens, FL 33418
Irving Markowitz, Director and Treasurer 13840 Crosspointe Court Palm Beach Gardens, FL 33418	Lawrence Goldberg, Director 6998 Touchstone Circle Palm Beach Gardens, FL 33418
Ron Hosta, Director and Secretary 6467 Eastpointe Pines Street Palm Beach Gardens, FL 33418	George Howitt, Director 6257 Brandon Street Palm Beach Gardens, FL 33418
Ralph Hubregsen, Director 12824 Touchstone Place Palm Beach Garden, FL 34188	Michael DeFanti, Director 6140 Celadon Circle Palm Beach Garden, FL 34188

Article IX. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) any private shareholder, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(7).

Article X. Amendment

These Articles of Incorporation may be amended as provided in this Article.

If there are members entitled to vote on a proposed amendment to these Articles of Incorporation, the Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with these Articles of Incorporation or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or any larger or smaller percentage specified in these Articles of

Incorporation or the bylaws, of the votes which members present at such meeting or represented by proxy are entitled to cast; or

If there are no members or if members are not entitled to vote on proposed amendments to these Articles of Incorporation, an amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

Members entitled to vote on proposed amendments to the Articles of Incorporation may amend these Articles of Incorporation, without action by the directors, at a meeting for which notice of the changes to be made is given.

Any number of amendments may be submitted and voted upon at any one meeting.

Article XI. Indemnification

To the maximum extent permitted by Florida law, the Corporation shall indemnify any person who was or is a party to any proceeding (not including any proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof.

To the maximum extent permitted by Florida law, the Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

To the maximum extent permitted by Florida law, expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

Article XII. Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is: Alan H. Baseman, Suite 604, 3801 PGA Boulevard, Palm Beach Gardens, FL 33410

Article XIII. Incorporators

The names and addresses of the incorporators are

Laura Lassman
13265 Bonnette Drive
Palm Beach Gardens, FL 33418

Richard A. Savrann
13866 Greensview Drive
Palm Beach Gardens, FL 33418

Irving Markowitz
13840 Crosspointe Court
Palm Beach Gardens, FL 33418

Lawrence Goldberg
6998 Touchstone Circle
Palm Beach Gardens, FL 33418

Ron Hosta
6467 Eastpointe Pines Street
Palm Beach Gardens, FL 33418

George Howitt
6257 Brandon Street
Palm Beach Gardens, FL 33418

Ralph Hubregsen
12824 Touchstone Place
Palm Beach Garden, FL 34188

Article XIV. Dissolution

Upon the Corporation's dissolution, its net assets remaining after payment of its lawful debts and liabilities, shall be distributed as provided in the bylaws in accordance with Florida law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Alan H. Baseman, Registered Agent

May 21, 2010

[The signatures of the incorporators are on the following page.]

The foregoing Articles of Incorporation of Eastpointe Golf & Country Club, Inc., a Florida not for profit corporation, have been signed by the incorporators on the dates indicated next to their signatures below.

Laura Lassman
Laura Lassman, Incorporator

May 21, 2010

Irving Markowitz
Irving Markowitz, Incorporator

May 21, 2010

Ron Hosta
Ron Hosta, Incorporator

May 21, 2010

Ralph Hubregsen
Ralph Hubregsen, Incorporator

May 21, 2010

Richard A. Savram
Richard A. Savram, Incorporator

May 21, 2010

Laury Goldberg
Laury Goldberg, Incorporator

May 21, 2010

George Howitt
George Howitt, Incorporator

May 21, 2010

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