

Division of Corporations

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**Florida Department of State**

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**RBYC MEMBERS CLUB, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
RBYC MEMBERS CLUB, INC.  
(A Not-for-Profit Corporation)**

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

**Article I**

**Name**

The name of the corporation shall be RBYC Members Club, Inc. (hereinafter referred to as the "Club"). Its initial principal office and mailing address shall be at 685 Lake Drive, Vero Beach, Florida 32963 or at such other place as may be designated, from time to time, by the Board of Directors.

**Article II**

**Duration**

The period of duration of the Club is perpetual.

**Article III**

**Purpose and Powers**

The purpose of the Club is to own and operate a private yacht, tennis, swim and social club for the pleasure and recreation of its members, their families and their guests. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

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**Article IV****Prohibition Against Distribution of Income**

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings 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 for reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**Article V****Capital Stock**

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

**Article VI****Qualifications for Membership**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Club.

**Article VII****Voting Rights**

Members of the Club will have such voting rights as are provided in the By-Laws of the Club.

**Article VIII****Liability for Debts**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

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**Article IX**

**Board of Directors**

The Club shall have four directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than three. The manner in which the directors are to be elected in the future shall be as provided in the By-Laws. The names and addresses of the initial directors of the Club are:

James Patrick Hill      685 Lake Drive  
Vero Beach, FL 32963

Peter J. Wallace      528 Bay drive  
Vero Beach, FL 32963

Hoyt Ecker      550 Riomar Drive, #36  
Vero Beach, FL 32963

Jeffrey Gumham      P. O. Box 7272  
Hilton Head, SC 29938

**Article X**

**Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Statutes, as the same may be amended from time to time, the Club shall indemnify its officers and directors, and may indemnify its officers, directors, employees and agents, to the fullest extent permitted by Florida law (subject to any limitations contained in any agreement entered into by such person and the Club), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding"), other

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than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Club), or (b) wherein the Club and such person are adverse parties (except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent of the Club. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Club 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 it shall ultimately be determined that he or she is not entitled to be indemnified by the Club as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Dissolution

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed in accordance with the By-Laws of the Club.

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**Article XII**

**Amendment of Articles of Incorporation**

The Club reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto by a majority of the Board of Directors.

**Article XIII**

**By-Laws**

The By-Laws of the Club may be adopted, altered, amended, or repealed by the Board of Directors, as provided in the By-Laws.

**Article XIV**

**Incorporator**

The name and address of the Incorporator is as follows:

Bernard R. Baker, III

777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

**Article XV**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statutes Section 607.0501(3), a written acceptance is attached.

Dated:

December 21, 2001



Bernard R. Baker, III, Incorporator


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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for RBYC Members Club, Inc., a Florida not-for-profit corporation (the "Club"), in the foregoing Articles of Incorporation, I, on behalf of the Club, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Club and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By:   
Name: MICHAEL V. ALTRIONE, V.P.622630  
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