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ACCOUNT NO. : 072100000032

REFERENCE : 568145 150991A

AUTHORIZATION :

Patricia Pizito

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 7, 2002

ORDER TIME : 10:43 AM

ORDER NO. : 568145-005

CUSTOMER NO: 150991A

CUSTOMER: Christopher H. Marine, Esq
Gould Cooksey Fennell O'Neill
Marine Carter & Hafner, P.a.
979 Beachland Boulevard

RECEIVED
02 MAY -7 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Vero Beach, FL 32963

DOMESTIC FILING

NAME: MARSH ISLAND MARINA
ASSOCIATION, INC.

EFFECTIVE DATE:

3000005481643-1

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

5/7/02

**ARTICLES OF INCORPORATION
OF
MARSH ISLAND MARINA ASSOCIATION, INC.**

2002 MAY -7 PM 1:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be as follows:

MARSH ISLAND MARINA ASSOCIATION, INC.

The principal place of business of this corporation (herein-after referred to as either the "corporation" or as the "Association") shall be 9155 Marsh Island Drive, Vero Beach, Florida 32963 and the mailing address shall be the same.

**ARTICLE II
PURPOSE OF POWERS**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the marina, boat basin and boat docks located adjacent to the MARSH ISLAND development upon that certain tract of property described as:

See SCHEDULE "A" attached hereto and incorporated herein by reference;

and to promote the health, safety and welfare of the parties utilizing the said facilities within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Reservations, and Restrictions of Marsh Island Marina (hereinafter referred to as the "Declaration"), applicable to the property and to be recorded in the Office of the Clerk of the Circuit Court of Indian River County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the

Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Participate in mergers and consolidations with other not for-profit corporations organized for the same purposes or annex additional property provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests of the members;

F. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act by law may now or thereafter have or exercise.

ARTICLE III **MEMBERSHIP**

Every person or entity, who is a record owner of an exclusive right of use of a boat dock which is subject by covenants of record. to assessment by the Association, including a contract seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any boat dock which is subject to assessment by the Association.

ARTICLE IV **ADDRESS**

The street address of the initial registered office of the corporation shall be 979 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is **CHRISTOPHER H. MARINE**.

ARTICLE V **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Developer, and shall be entitled to one (1) vote for each exclusive right of use of a boat dock owned. When more than one (1) person holds an interest in any boat dock, all such persons shall be members. The vote for such boat dock shall be exercised as such members determine, but in no event shall more than one (1) vote be cast with respect to any exclusive right of use of a boat dock.

Class B. The Class B member shall be the Developer, as defined in the Declaration, and shall be entitled to sixteen (16) votes for each exclusive right of use of a boat dock owned.

ARTICLE VII **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII **BOARD OF DIRECTORS**

This corporation shall have three (3) directors. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Stephen Mann	800 Third Avenue, Suite 3700 New York, NY 10022
Ira Wolff	11 Grace Avenue Great Neck, NY 11021
Sharyn Mann	800 Third Avenue, Suite 3700 New York, NY 10022

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

ARTICLE X
INCORPORATOR

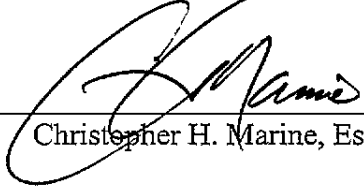
The name and street address of the incorporator to these Articles of Incorporation are as follows:

GOULD, COOKSEY, FENNELL, O'NEILL, MARINE, CARTER & HAFNER, P.A.
c/o Christopher H. Marine, Esq.
979 Beachland Boulevard
Vero Beach, FL 32963

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6
day of May, 2002.

GOULD, COOKSEY, FENNELL, O'NEILL,
MARINE, CARTER & HAFNER, P.A.


By: _____


Christopher H. Marine, Esq.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

CHRISTOPHER H. MARINE, whose address is as follows: 979 Beachland Boulevard, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501, Florida Statutes.

By: _____


Christopher H. Marine, Esq.

Date: _____

5-6-2002

2002 MAY -7 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SCHEDULE "A"

LEGAL DESCRIPTION OF MARINA AND BOAT BASIN

Tract C, Marsh Island, P.D., according to the Plat thereof on file in the Office of the Clerk of and for Indian River County, Florida, recorded in the Circuit Court in Plat Book 16, Page 71, public records of Indian River County, Florida.

H:\chm\MARSH ISL\MARINA.ART