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FLORIDA NON-PROFIT CORPORATION

bonita lakes property owners beach club, inc.

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ARTICLES OF INCORPORATION
OF

BONITA LAKES PROPERTY OWNERS BEACH CLUB, INC.

(A CORPORATION NOT FOR PROFIT)

The undersigned, incorporators, natural persons competent to contract, for the purpose of forming a corporation under Florida Statutes § 617, the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is:

BONITA LAKES PROPERTY OWNERS BEACH CLUB, INC.

(hereinafter referred to as the "Association").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

14275 SW 142 AVENUE, SUITE 201
MIAMI, FLORIDA 33186

ARTICLE III. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and street address of the Registered Office of this Corporation in the State of Florida shall be:

CASZIE HART, P.A.
Senator Executive & Law Center
13899 Biscayne Boulevard, Suite 314
Miami, Florida 33181

ARTICLE IV. DEFINITIONS

A declaration entitled Amended and Restated Declaration of Restrictions and Covenants for Bonita Lakes (the "Declaration") has been recorded in Official Record Book 18493 starting at or about Page 2983 of the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of the Beach Club known as Bonita Lakes Beach Club. The Beach Club shall be governed further by the Amended and Restated Bonita Lakes Beach Club Covenants (the "Covenants") recorded in Official Record Book 18493 starting at or about Page 3063 of the Public Records of Miami-Dade County, Florida. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration and Covenants.

ARTICLE V. NOT FOR PROFIT

The Beach Club is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

ARTICLE VI. PURPOSE OF THE CLUB

Beach Club is formed to: (a) provide for ownership, operation, maintenance and preservation of the Beach Club and Recreational Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration and Covenants; (c) administer the interests of the Beach Club, Bonita Lakes Property Owners Association and Owners; and (d) promote the health, safety and welfare of the Owners and guests.

ARTICLE VII. CORPORATE AFFILIATION

Beach Club is an fully owned subsidiary of Bonita Lakes Property Owners Association, Inc., a Florida not-for-profit corporation (the "Association"). The duties limitations and restrictions set forth in the Association's Articles of Incorporation and Bylaws are applicable to Beach Club, unless otherwise specified in these Articles and Beach Club Bylaws.

ARTICLE VIII. POWERS OF BEACH CLUB

Subject to the limitations and reservations set forth in the Declaration, the Club Covenants, Association's Articles of Incorporation and Bylaws, Beach Club shall have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

8.1 To perform all the duties and obligations of Club set forth in these Articles, the Declaration, Association Articles, Association Bylaws and the Club Covenants (collectively the "Governing Documents").

8.2 To enforce, by legal action or otherwise, the provisions of the Governing Documents and of all rules, regulations, covenants, restrictions and agreements governing or binding Beach Club, the Association and Bonita Lakes.

8.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Club Covenants, these Articles and the Bylaws.

8.4 To pay all Operating Costs for Beach Club, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Beach Club property.

8.5 To do all acts and make all payments required by the Club Covenants to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Beach Club except as limited by the Governing Documents.

8.9 To borrow money, and to mortgage, and with the assent of two-thirds (2/3) of the voting interests of Owners, pledge or hypothecate any or all of its real or personal Beach Club property as security for money or debts incurred.

8.8 To pay off the Beach Club purchase money loan in any lawful manner decided by majority Board action as provided in the club Covenants without the joinder or consent of the Owners or any other party.

8.9 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, the Beach Club Common Areas to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines

and as provided in the Governing Documents.

8.10 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional recreational property and similar Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the voting interests of Owners.

8.11 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Beach Club as provided in the Governing Documents and to effectuate all of the purposes for which Beach Club is organized.

8.12 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

8.13 To employ personnel and retain independent contractors to contract for management of Beach Club and to delegate in such contract all or any part of the powers and duties of Beach Club as provided for in the Governing Documents or as otherwise decided by Bonita Lakes Property Owners Association, Inc.

8.14 To contract for services to be provided to, or for the benefit of, Association, Beach Club, Owners, the Common Areas and Bonita Lakes as provided in the Governing Documents, such as, but not limited to, office management, security, telecommunication services, maintenance, garbage pick up, and utility services.

8.15 To establish committees and delegate certain of its functions to committees.

ARTICLE IX. MEMBERSHIP

Each Home and Lot which is subject to Assessments by Association pursuant to the Club Covenants and Declaration shall have a membership in Beach Club. The membership shall be held by the person or entity, or in common by the persons or entities, owning such Home or Lot, except that no person or entity holding an interest or title to a Home or Lot as security for performance of an obligation shall acquire the membership appurtenant to such Home or Lot by virtue of such interest or title. In no event may any membership be severed from the Home or Lot to which it is appurtenant.

ARTICLE X. VOTING RIGHTS

Beach Club shall have one classes of voting membership. Members owning a Lot or a Home in Bonita Lakes shall be entitled to one (1) vote for each Lot or home owned; provided, however, when more than one (1) person holds title to a Lot or a Home, all such persons shall have collectively one vote for such Lot or Home. The vote shall be exercised as the Owners of such Lot or Home determine, but in no event shall more than one (1) vote be cast with respect to any Lot or Home.

ARTICLE XI. BOARD OF DIRECTORS

Beach Club affairs shall be managed by a Board of not less than three (3) nor more than nine (9) persons. Beach Club Directors shall be the same as the Directors of Bonita Lakes Home Owners Association, Inc. Unless Association or Owners vote otherwise. The Directors are:

CHAD NAYLOR
12139 SW 137 Terrace
Miami, Florida 33186

MALENA CALLE
12065 SW 137 Terrace
Miami, Florida 33186

KENNETH STEVENS
12189 SW 137 Terrace
Miami, Florida 33186

JULIUS ISRAEL
11951 SW 137 Terrace
Miami, Florida 33186

OMAR MEDRANO
11320 SW 118 Place
Miami, Florida 33186

The number of Beach Club Directors can be changed from time to time in accordance with the provisions outlined for the Association in the Governing Documents. Board members shall be appointed or elected as stated in the Association Bylaws. The election of Association Directors shall be held at the Annual Members Meeting. The Directors so elected shall be the Directors of Beach Club, without separate elections. The terms Beach Club Directors serve shall be the terms set forth for Association Directors. Beach Club Directors may hold meetings separately from or concurrent with Association directors. Notice of Meetings, Special Meetings or Emergency Meetings shall be given as set forth in the Association Bylaws.

ARTICLE XII OFFICERS

The Beach Club Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The Beach Club Officers can be the same as the Association Officers. The Beach Club Officers are:

CHAD NAYLOR
President
12139 SW 137 Terrace
Miami, Florida 33186

KENNETH STEVENS
Vice President
12189 SW 137 Terrace
Miami, Florida 33186

MALENA CALLE
Secretary
12065 SW 137 Terrace
Miami, Florida 33186

OMAR MEDRANO
Treasurer
11320 SW 118 Place
Miami, Florida 33186

ARTICLE XIII. INCORPORATOR

The names and street address of the persons signing these articles of incorporation as the Incorporators are:

CASWALL A. HART
Caszie Hart, P.A.
13899 Biscayne Boulevard, Suite 314
Miami, Florida 33181

ARTICLE XIV. INDEMNIFICATION

Beach Club Directors and Officers will be entitled to the same indemnification protection set forth in the Association Articles of Incorporation and other Governing Documents. Beach Club or Association will purchase a Directors and Officers liability policy to provide protection in furtherance of this provision.

ARTICLE XV. INTERESTED TRANSACTIONS OF DIRECTORS AND OFFICERS

No contract or transaction between Association and one (1) or more of its Directors or Officers, or between Association and any other corporation, partnership, association, or other corporation in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorize the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. This provision is govern further by Paragraph 13 of Association's Articles of Incorporation.

ARTICLE XVI. BYLAWS

The Association Bylaws and any amendments thereto are adopted by these Articles to be the Beach Club Bylaws, unless and until the Board of Directors or Owners vote otherwise.

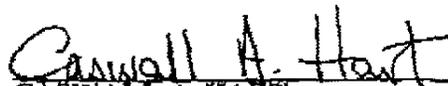
ARTICLE XVII. AMENDMENTS

These Articles may be amended only in manner that is similar to the amendment provisions of the Associations Articles of Incorporation, set forth in Paragraph 15 thereof.

ARTICLE XVIII. DURATION

Beach Club shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 2nd day of December, 2002.


CASWALL A. HART
Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

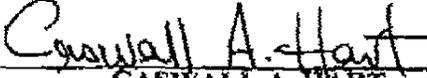
1. The name of the corporation is:

BONITA LAKES PROPERTY OWNERS BEACH CLUB, INC.

2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

**CASZIE HART, P.A.
Senator Executive & Law Center
13899 Biscayne Boulevard, Suite 314
Miami, Florida 33181**

3. The street address of the Registered Office and the street address of the Registered Agent are identical.


CASWALL A. HART
Incorporator

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Monday, December 2nd, 2002.

CASZIE HART, P.A.

By: 
Caswall A. Hart, President

Printed Name: **CASWALL A. HART**

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