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CLERK OF COURT
TALLAHASSEE, FLORIDA

DS-1-6-05

PHILIP M. HACKBARTH

ATTORNEY AT LAW

140 SOUTH DEARBORN STREET - SUITE 404

CHICAGO, ILLINOIS 60603

FAX (312) 346-3708

TELEPHONE (312) 346-1080

May 10, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ORC Equity Members Assoc., Inc.
(a Florida not for profit corporation)

Gentlemen:

Enclosed in triplicate original are Articles of Incorporation for ORC Equity Members Assoc., Inc. and a \$78.75 check payable to your office in payment of: (1) filing fee \$35.00, (2) designation of registered agent fee \$35.00, (3) certified copy \$8.75. Would you please return the certified copy with with your imprimatur thereon to the undersigned at the above address.

If you have any questions whatsoever concerning this filing, please do not hesitate to write or phone the undersigned at the above address or phone number.

Sincerely,



Philip M. Hackbarth

Enclosure
PMH:kak

ARTICLES OF INCORPORATION

ORC EQUITY MEMBERS ASSOC., INC.

ARTICLE 1
PRINCIPLE OFFICE

54 Marlin Lane
Key Largo, Florida 33037

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04 MAY 17 PM 2:36
TALLAHASSEE, FLORIDA

ARTICLE 2
PURPOSE

The purpose for which this Florida not for profit corporation is organized is to promote the interests of the Equity Members of the Ocean Reef Club, Inc. and in all matters related and relevant thereto.

ARTICLE 3
DIRECTORS

The number of directors shall be set from time to time by the directors. Other than those individuals named in these Articles of Incorporation, directors shall be elected by a majority vote of members or, if at a meeting called for that purpose, by a majority vote of members attending that meeting. Any director vacancy caused for whatever reason may be filled by a majority vote of those directors then remaining in office.

ARTICLE 4
MEMBERS

Members in any calendar year shall be those Ocean Reef Club, Inc. equity members who contributed to this Corporation in that calendar year \$100 or more.

ARTICLE 5
INITIAL DIRECTORS/OFFICERS/MEMBERS

Donald J. Wright: Director, President, Treasurer, Member
54 Marlin Lane
Key Largo, Florida 33037

Robert L. Spillman: Director, Vice President, Secretary, Member
10 Harbor Island Drive
Key Largo, Florida 33037

Philip Hackbarth: Director, Member
30 Bay Ridge Road
Key Largo, Florida 33037

ARTICLE 6
COMPENSATION PROHIBITION

Other than reimbursement for expenses incurred on behalf of this Corporation and/or payments set forth in Article 7 following, no member, officer, or director shall be paid compensation in any form by this Corporation.

ARTICLE 7
INDEMNIFICATION AND LIABILITY

No member, officer, director or former such person shall be liable for the debts of this Corporation. The directors are expressly authorized to provide indemnification to and for the members, officers, directors and former such persons to the full extent permitted by law. It being the policy of the Corporation to safeguard its directors, officers, members from expense and liability for actions they take in good faith in furtherance of the interest of this Corporation and/or any of its members.

ARTICLE 8
DURATION

The duration of this corporation shall not be perpetual, but rather shall terminate December 31, 2010.

ARTICLE 9
ASSET DISTRIBUTION

Upon dissolution and final liquidation of this corporation, all assets, after satisfaction of all debts, shall be donated to the Ocean Reef Club, Inc. or to any successor-in-interest thereto.

ARTICLE 11
INITIAL REGISTERED AGENT AND STREET ADDRESS

Donald J. Wright
54 Marlin Lane
Key Largo, Florida 33037


ARTICLE 9
INCORPORATOR

Philip M. Hackbarth
140 South Dearborn Street, Suite 404
Chicago, Illinois 60603

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.

Donald J. Wright/Registered Agent

Date: May 10, 2004


Philip M. Hackbarth/Incorporator

Date: May 10, 2004

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