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NAME: TORTUGA BEACH CLUB HOMEOWNERS ASSOCIATION INC

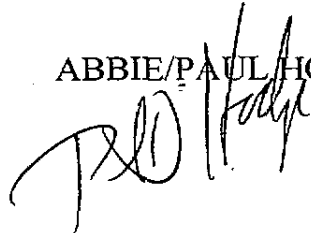
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ARTICLES OF INCORPORATION
of
TORTUGA BEACH CLUB
HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit

ARTICLE 1

The name of this corporation is **TORTUGA BEACH CLUB HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association."

ARTICLE II

This Association is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE III

The principal office of the Association shall be 20458 Old Cutler Road, Miami, Florida 33189. The name and address of the Registered Agent is THOMAS D. WRIGHT, ESQ., 9711 Overseas Highway, Suite 5, Marathon, Florida 33050, who is authorized to accept service of process within the State of Florida upon the Association.

ARTICLE IV

The purpose for which this Association is organized is to act on behalf of its Members collectively as their governing body with respect to the administration, maintenance, preservation, repair, replacement, and architectural control of the Townhouse Units and Common Areas which have been, or will be, submitted to the provisions of the Tortuga Beach Club Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as "The Declaration"), and as such to own and acquire any real estate or interest of rights therein or appurtenant thereto and any and all personal property in connection therewith as may be incidental or necessary to such purpose, all on a non-profit basis, and to promulgate and enforce rules and regulations for the operation thereof and with respect to matters which are common to Townhouse Unit Owners in Tortuga Beach Club, and to exercise all powers necessary to carry out the purposes of the Declaration.

ARTICLE V

The term for which this Association is to exist is perpetual.

ARTICLE VI

Members of this Association shall consist of all of the record Owners of Townhouse Units in Tortuga Beach Club. The Owner of a Townhouse Unit shall automatically become a Member of this Association. The foregoing is not intended to include persons, developers, or entities who hold an interest merely as security for the performance of any obligation. Each Member of the Association shall be entitled to voting rights in the affairs of the Association in accordance with the provisions of this Charter and the By-Laws. Voting may be in person or by written proxy, and a corporation may hold membership and may vote through an authorized officer or by written proxy. Membership in this Association shall cease and terminate upon the sale, transfer, or disposition of the Member's Townhouse Unit.

ARTICLE VII

The Association's Members shall be entitled to cast one (1) vote per Townhouse Unit. When more than one person holds an interest in any Townhouse Unit, all such persons shall be Members. The vote for such Townhouse Unit shall be exercised as the respective Owners determine, but in no event shall more than one (1) vote be cast with respect to any Townhouse Unit.

ARTICLE VIII

The affairs of the Association shall be governed by a Board of Directors, which Board will consist of not less than three (3) persons. With the exception of the initial Board, Directors shall be elected from among the Members; or if a Member shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Member may qualify as a Director. The Board of Directors shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida governing corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to, the following:

- (A) To elect the officers of the Association;
- (B) To administer the affairs of the Association and the property;
- (C) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration recorded, or to be recorded, in the Public Records of Monroe 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;
- (D) To engage the services of a manager or managing agent for the property and to fix the terms of such engagement and the compensation and authority of the manager or managing agent;

- (E) To promulgate such rules and regulations concerning the operation and use of the Common Areas as may be consistent with the Declaration and this Charter and the By-Laws, and to amend the same from time to time;
- (F) To provide for the maintenance, repair and replacement of the Common Areas;
- (G) To 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;
- (H) To hire attorneys and other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the individual Townhouse Unit Owners where such actions and rights are common to all, or substantially all, of the Owners of Townhouse Units in Tortuga Beach Club, and to bring such action in the name of and on behalf of the Townhouse Unit Owners;
- (I) In the interim between Members' meetings, to increase the number of Directors and fill vacancies created thereby;
- (J) To 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;
- (K) To borrow money, and with the assent of two-thirds (2/3) of the Members, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (L) To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Members agreeing to such dedication; sale or transfer.

The initial Directors of this Association shall be appointed by the Declarant and shall consist of three (3) Directors; one of whom will have a term of one (1) year; one of whom will have a term of two (2) years; and one of whom will have a term of three (3) years. At the first annual meeting of the Members, the Members shall elect one Director to fill the vacancy of the Director whose term has expired, and thereafter the Members shall fill the vacancies of the Directors whose terms expire.

The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Roll call;
- (2) Reading of the minutes of the last meeting;
- (3) Consideration of communications;
- (4) Resignations and elections;
- (5) Reports of Officers and employees;
- (6) Reports of committees;
- (7) Unfinished business;
- (8) Original resolutions and new business;
- (9) Adjournment.

ARTICLE IX

The initial Board of Directors of the Association shall consist of the following persons, each of whom shall serve for the term set opposite his respective name beginning with the recordation of the Declaration:

<u>Name of Director</u>	<u>Term</u>	<u>Address</u>
Patrick W. Bell, Sr.	3 years	20458 Old Cutler Road Miami, FL 33189
Brian C. Schmitt	3 years	11100 Overseas Highway Marathon, FL 33050
Patricia C. Lawrence	3 years	20458 Old Cutler Road Miami, FL 33189

At the expiration of the initial term of office of each of the said respective Directors, his successor shall be elected to serve a term of two (2) years. Directors shall hold office until their successors have been elected and qualified. Vacancies in the Board of Directors may be filled by the remaining Directors, and the Director so elected by the remaining Directors shall serve until the next annual meeting or special meeting of the Members of the Association. At that meeting a Director will be elected who will serve until the term of the departing Director has expired.

The Directors shall have the right to increase the number of the Board of Directors from time to time and to fill the vacancies thereby created.

Annual meetings of the Board of Directors shall be held immediately following and at the same place as the annual meeting of the Members of the Association. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors on the giving of not less than three (3) days notice to each Director by mail or telegraph. Directors may waive notice of a meeting or consent to or take any action

without a formal meeting. At any meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business and any action may be taken by a majority of those present.

Directors may be removed from office by a vote of Seventy-Five Percent (75%) of the voting interests of the Association.

The Board shall have no authority to approve or authorize any capital expenditure in excess of Ten Thousand Dollars (\$10,000.00) nor to authorize the Association to enter into any contract for a term of more than three (3) years except with the approval of a majority of the voting interests of the Association, nor to approve of any capital expenditure in excess of Twenty-Five Thousand Dollars (\$25,000.00) without approval of Seventy-Five Percent (75%) of the voting interests voting in person or by proxy at a meeting of the Members.

ARTICLE X

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such assistants to said officers as the Board may deem appropriate, which officers shall be elected at the first meeting of the initial Board of Directors and at each annual meeting of the Board of Directors, and shall hold office at the pleasure of the Board. A Member of the Board may hold more than one office.

Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

Each respective officer of the Association shall have such powers and duties as are vested in such officer of a corporation not for profit, including, but not limited to, the following:

- (A) The President shall be a Director and shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the members of the Board of Directors.
- (B) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of such office.
- (C) The Secretary shall keep Minutes of all meetings of the Members and of the Board of Directors; shall have custody of the Association seal, and have charge of the membership transfer books and such other books, papers, and documents as the Board of Directors may prescribe.
- (D) The Treasurer shall be responsible for Association funds and securities and for keeping full and accurate accounts of all receipts and disbursements in Association books of account for such purpose.

The officers shall receive no compensation for their services except as expressly provided by a resolution duly adopted by the Members.

The initial officers of the Association shall be the following:

President	-	Patricia C. Lawrence
Vice President	-	Patrick W. Bell, Sr.
Secretary/Treasurer	-	Brian C. Schmitt

ARTICLE XI

The initial By-Laws of this Association are those annexed to the Declaration and made by Tortuga Beach Club, Inc., a Florida corporation, the Declarant and Developer of TORTUGA BEACH CLUB HOMEOWNERS ASSOCIATION, INC. Such By-Laws, subject to the provisions herein and therein contained, may be altered, amended or added to in the manner provided for in said initial By-Laws and any amendments thereto, a copy of which initial By-Laws are attached hereto.

ARTICLE XII

The Association shall have all those powers with respect to the finances of the Association and assessments and powers of enforcement and lien rights as may be necessary to carry out the purposes of the Declaration. Such powers may be more specifically delineated in the By-Laws.

ARTICLE XIII

These Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by Statute, or herein, or by the By-Laws of this Association as they exist from time to time or the said Declaration, at any duly called meeting of the Members of this Association, provided that notice of the meeting is given in the manner provided for in the By-Laws of this Association, and that the notice contains a full statement of the proposed alteration, amendment, change, addition, or repeal of any provision of these Articles, and that at such meeting there is an affirmative vote of Seventy-Five Percent (75%) of the voting interests present in person or by proxy in favor of said alteration, amendment, change, addition, or repeal, but in no event shall these Articles of Incorporation be altered, amended, changed, added to, or repealed to amend, rescind, or cancel any contract or document or instrument made a part of or referred to in this Charter except with the consent, in writing, of the contracting party.

ARTICLE XIV

If a Townhouse Unit is owned by more than one (1) person, the membership relating thereto shall nevertheless have only one (1) vote which shall be exercised by the Owner

or person designated in writing by the Owners of that Townhouse Unit as the one entitled to cast a vote for the membership concerned.

ARTICLE XV

This Association shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership.

ARTICLE XVI

From time to time, and at least once annually, the corporate officers shall furnish periodic reports to the Members, which shall include a profit and loss statement and balance sheet prepared in accordance with sound business and accounting practices.

ARTICLE XVII

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes, as amended from time to time, together with the powers conferred by the aforesaid Declaration, this Charter, and the By-Laws of the Association and any amendments thereto. In addition, this Association shall have all of the powers and duties required of it under the Declaration and such other powers necessary for the benefit of the Members living in Tortuga Beach Club. Further, the Association shall have the right to enter into agreements for the management of the Common Areas and other agreements for the use and benefit of the Members. It shall have the powers to contract with third parties and to delegate to the third parties, as Manager of all the powers and duties of the Association which may be lawfully delegated to a Manager. It shall have the further power to enter into Employment Agreements, Service Agreements, and other Agreements, and hire persons and professionals for the use and benefit of the Members of the Association and their enjoyment of the Common Areas. It shall also have such other powers as the Members may require or delegate to it for the purpose of accomplishing actions and benefits to the common good of the Members; and to promulgate and enforce rules and regulations for the operation thereof; and with respect to matters which are common to Owners in the Tortuga Beach Club.

ARTICLE XVIII

Each Director and officer of this Corporation shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view of curtailment of costs and litigation. The Association shall, however, indemnify such Director or Officer with respect to matters as to which he shall be finally adjudged in any action, suit, or proceedings to be liable for gross negligence or misconduct in the performance of his duty as such Director

or Officer, or in respect to any matter in which any settlement or compromise is affected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director or Officer against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

ARTICLE XIX

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

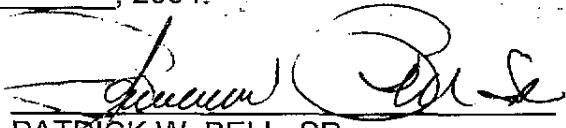
ARTICLE XX

The names and addresses of the subscribers and promoters of this Association are as follows:

Patrick W. Bell, Sr.
20458 Old Cutler Road
Miami, FL 33189

Brian C. Schmitt
11100 Overseas Highway
Marathon, FL 33050

WE, THE UNDERSIGNED, being the incorporators hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and have hereunto set our hands and seals this 8th day of July, 2004.


PATRICK W. BELL, SR.


BRIAN C. SCHMITT


PATRICIA C. LAWRENCE

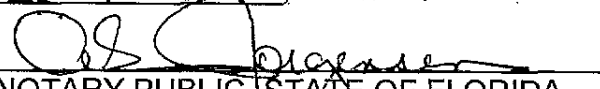
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared PATRICIA C. LAWRENCE and PATRICK W. BELL, SR., who, after being duly sworn according to law, depose and say that they are competent to contract, and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

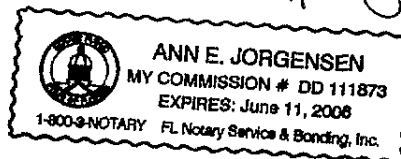
PATRICIA C. LAWRENCE ☒ is personally known to me or ☐ produced the following identification: _____

PATRICK W. BELL, SR. ☒ is personally known to me or ☐ produced the following identification: _____

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 8th day of July, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, this day personally appeared BRIAN C. SCHMITT, who, after being duly sworn according to law, deposes and says that he is competent to contract, and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

BRIAN C. SCHMITT ☒ is personally known to me or ☐ produced the following identification: _____

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Marathon, Monroe County, Florida this 9th day of July, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

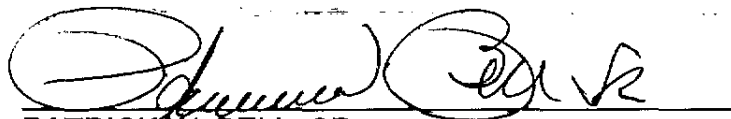


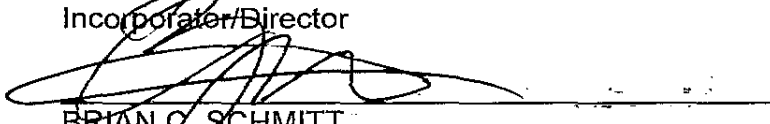
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My Commission DD242175
Expires November 02, 2007

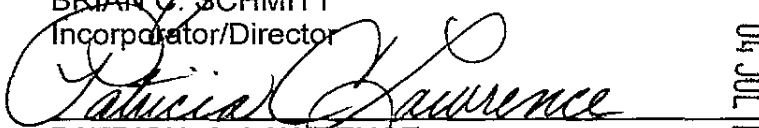
CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: TORTUGA BEACH CLUB HOMEOWNERS ASSOCIATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 20458 Old Cutler Road, Miami, Florida 33189, has named THOMAS D. WRIGHT, ESQ., 9711 Overseas Highway, Suite 5, Marathon, Florida 33050 as its agent to accept service of process within the State of Florida.


PATRICK W. BELL, SR.
Incorporator/Director


BRIAN C. SCHMITT
Incorporator/Director


PATRICIA C. LAWRENCE
Incorporator/Director

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CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for **TORTUGA BEACH CLUB HOMEOWNERS ASSOCIATION, INC.** at the place designated in its Articles of Incorporation, 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 relative 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 this 9th day of July, 2004.


THOMAS D. WRIGHT, Registered Agent