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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Waterside at Coquina Key North Boat Club Association

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WATERSIDE AT COQUINA KEY NORTH BOAT CLUB ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be WATERSIDE AT COQUINA KEY NORTH BOAT CLUB ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation" or the "Association."

ARTICLE II. PURPOSE AND POWERS

The purpose for which the Corporation is organized is to provide an entity for (a) the operation, maintenance and governance of certain boat slips lying upon sovereign or otherwise submerged lands, and (b) the ownership, operation and maintenance of certain adjacent lands, all as located in Pinellas County, Florida. The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III. TERM

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE IV. INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows: Robert S. Freedman, Carlton Fields, P.A., Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, FL 33607-5737.

ARTICLE V. OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of 1 year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Corporation. Until transfer of the control of the Corporation in accordance with the By-Laws, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

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<u>Title</u>	<u>Identity</u>
President	Geoff Disston
Vice President	Greg Berger
Secretary-Treasurer	Alexander D. Walker, III

ARTICLE VI. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than 3 directors. Directors shall be elected in accordance with the By-Laws. The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Geoff Disston	4927 Cobia Drive, St. Petersburg, FL 33705
Greg Berger	4927 Cobia Drive, St. Petersburg, FL 33705
Alexander D. Walker, III	4927 Cobia Drive, St. Petersburg, FL 33705

ARTICLE VII. BY-LAWS

The initial By-Laws of the Corporation shall be as adopted by the first Board of Directors.

ARTICLE VIII. MEMBERS

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE IX. AMENDMENTS

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 4927 Cobia Drive, St. Petersburg, FL 33705, or at such other place or places as may be designated from time to time.

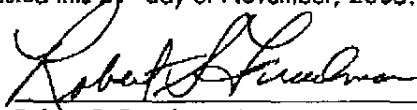
ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

CFRA, LLC
Corporate Center Three at International Plaza
4221 W. Bay Scout Boulevard, Suite 1000
Tampa, FL 33607-5737

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 21st day of November, 2005.


Robert S. Freedman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of November, 2005, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation of WATERSIDE AT COQUINA KEY NORTH BOAT CLUB ASSOCIATION, INC. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)

Name:

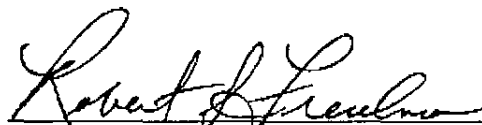
(Legibly Printed)

Notary Public, State of Florida

(Commission Number, if any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for WATERSIDE AT COQUINA KEY NORTH BOAT CLUB ASSOCIATION, INC. , hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


CFRA, LLC