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FLORIDA PROFIT/NON PROFIT CORPORATION

DEERING BAY YACHT CLUB, INC.

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Subject: DEERING BAY YACHT CLUB, INC.
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Date: December 7, 2007 **Time:** 9:54 am
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TALLAHASSEE, FLORIDA

Prepared by:
L. Chere Trigg, Esq.
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.
201 Alhambra Circle - Suite 1102
Coral Gables, FL 33134

ARTICLES OF INCORPORATION

OF

DEERING BAY YACHT CLUB, INC.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 817, Florida Statutes, and certify as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is **DEERING BAY YACHT CLUB, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Club." The Club's principal office and mailing address shall be at 13660 Deering Bay Drive, Coral Gables, Florida 33158, or such other places as may be designated from time to time by the Board of Directors.

ARTICLE II - PURPOSES AND POWERS

The Club is being organized for the sole purpose of operating a social club for the pleasure and recreational enjoyment of its members and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations related to the foregoing purpose.

ARTICLE III - PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member of the Club, member of the Board of Directors or officer of the Club, or any other private individual, and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing the members of the Board of Directors and officers of the Club for all expenses reasonably incurred in performing services rendered to the Club.

ARTICLE IV - MEMBERSHIP AND VOTING

A. **Membership:** The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Club.

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ARTICLE VI - OFFICERS

The affairs of the Club shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Directors shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

James D. Mayes	President/Commodore
Jerry J. Templer	Vice President/Vice Commodore
Paul A. Lester	Secretary
John Krutulis	Treasurer

ARTICLE VII - INDEMNIFICATION

Every Director and every Officer of the Club shall be indemnified by the Club against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Club, whether or not he is a Director or Officer of the Club at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Club. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII - BY-LAWS

The first By-Laws of the Club shall be adopted by the Board and may thereafter be altered, amended or rescinded in the manner provided in such By-Laws.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the Board of Directors and may be adopted in the following manner:

1. By notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.

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2. By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Such amendment must be approved by not less than a majority vote of the Board of Directors.

ARTICLE X - TERM

The term of the Club shall be perpetual.

ARTICLE XI - DISSOLUTION

The Club may be dissolved, by a vote of one hundred percent (100%) of the Board of Directors. Upon dissolution of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity memberships of the Club in proportion to the value of the memberships as last established.

ARTICLE XII - TRANSFER OF MEMBERSHIP

A membership in the Club may be transferred only in accordance with the procedure set forth in the By-Laws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the By-Laws.

ARTICLE XIII - RESIDENT AGENT

The name and street address of the Initial Resident Agent & initial Registered Office of the Club is:

Richard Lotharius
7700 N. Kendall Dr., Suite 304
Miami, FL 33156

ARTICLE XIV - MISCELLANEOUS

A. Stock. The Club shall issue no shares of stock of any kind or nature whatsoever. The Club shall be composed of Members rather than shareholders.

B. Liability for Debts. Neither the Members nor the directors or officers of the Club shall be liable for the debts of the Club.

C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

ARTICLE XV - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

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TALLAHASSEE, FLORIDA

Paul A. Lester
Fieldstone Lester Shear & Denberg, LLP
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this 4th day of Dec., 2007.



Paul A. Lester

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4th day of December, 2007 by Paul A Lester who is either personally known to me or who presented valid picture identification in the form of _____ and who did take an oath.




NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Club, at the place designated in these Articles, Richard Lotharius hereby accepts its obligation to act in this capacity, and agrees to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.

By: 
Richard Lotharius

Dated this 3 day of December 2007.

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Articles of Incorporation