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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Marlin Bay Yacht Club, Inc.

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DIVISION OF CORPORATION

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APR-22-08 02:38PM FROM-

T-444 P.002/008 F-617

Scheurer, Donna S. (Para-Boca-RE)

To: Claretha Golden

Subject: RESUBMISSION OF ARTICLES OF INCORPORATION

Dear Ms. Golden,

Please find attached our resubmission of the articles of incorporation for Marlin Bay Yacht Club, Inc. cured of the deficiencies as stated in the deficiency letter also attached.

Should you have any questions, please contact me.

Best Regards,

Donna Scheurer

Greenberg Traurig, P.A.
5100 Town Center Circle, Suite 400
Boca Raton, FL 33486

☎ Direct Dial: 561.955.7668

✉ E-mail: Scheurerd@gtlaw.com

☎ Direct Fax: 561-567-0268

Greenberg Traurig, LLP

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4/22/2008



April 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations
GREENBERG TRAUIG (WEST PALM BEACH)

SUBJECT: MARLIN BAY YACHT CLUB, INC.
REF: W08000019107

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000096167
Letter Number: 808A00022329

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**ARTICLES OF INCORPORATION OF
MARLIN BAY YACHT CLUB, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE 1
NAME**

The name of the Corporation shall be "Marlin Bay Yacht Club, Inc." (hereinafter referred to as the "Club"). Its principal office shall be at 255 Alhambra Circle, Suite 325 Coral Gables, FL 33134, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE 2
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE 3
PURPOSE AND POWERS**

The Club is a not-for-profit corporation organized under the not-for-profit corporation laws of the State of Florida. The nature and purpose of the Club is to own and operate a private social and marina club for the recreation, pleasure and benefit of its members and their families and guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes.

**ARTICLE 4
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of the transfer of the management and control of the Club to the members of the Club, as designated in the Bylaws, no part of any net earnings shall inure to the benefit of any member, director, officer, or 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 its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**ARTICLE 5
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 6 VOTING RIGHTS

Members of the Club will have such voting rights as are provided in the Bylaws of the Club.

ARTICLE 7 LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

ARTICLE 8 LIMITATION OF DIRECTOR LIABILITY

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

ARTICLE 9 BOARD OF DIRECTORS

The Club will be governed by a Board of Directors who shall be elected in accordance with the provisions as stated in the Club's Bylaws.

ARTICLE 10 INCORPORATOR

The name and residence of the incorporator is as follows:

Name

Address

Thaddeus Rutherford

255 Alhambra Circle
Suite 325
Coral Gables, FL 33134

ARTICLE 11 INDEMNIFICATION

To the fullest extent authorized under Chapter 617 of the Florida Statutes or any successor statute, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

ARTICLE 12 DISSOLUTION

In the event of dissolution or final liquidation 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. For purposes of dissolution prior to the Turnover Date referred to in the Bylaws, the Company shall be deemed to be the holder of unissued equity memberships of the Club.

ARTICLE 13 INITIAL REGISTERED AGENT FOR SERVICE OF PROCESS

The registered agent for the Club and the registered office for the Club at that address are the following: Nathan Benson, c/o SouthStar Development Partners, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, FL 33134.

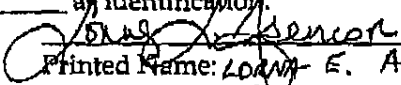
IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21 day of April, 2008.

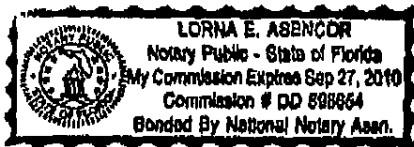

Thaddeus Rutherford

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21 day of April 2008 by Thaddeus Rutherford who is personally known to me or who has produced an identification.


Printed Name: LORNA E. ASENCOR
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 9/27/10

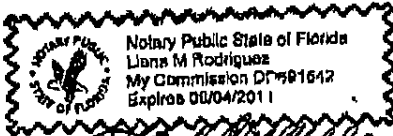


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT THE MARLIN BAY YACHT CLUB, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 255 ALHAMBRA CIRCLE, SUITE 325, CORAL GABLES, FL 33134.

SECOND -- NATHAN BENSON, LOCATED AT: SOUTHSTAR DEVELOPMENT
PARTNERS, INC, 255 ALHAMBRA CIRCLE, SUITE 325, CORAL GABLES, FL 33134 AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



SIGNATURE: _____

Thaddeus Rutherford, as Incorporator

DATE: _____

Apr 21 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Nathan Benson, as Registered Agent

DATE: _____

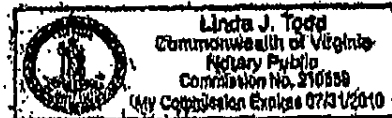
April 15, 2008

COMMONWEALTH OF: Virginia
CITY OF: Virginia Beach

I, Linda J. Todd, a Notary Public of the Commonwealth and
my associate, certify that Thaddeus Rutherford personally appeared
before me this day and acknowledged that he being authorized to do so,
executed the foregoing on behalf of the company.

Witness my hand and official stamp or seal, this 16 day of April, 2008

(Notary Seal)



Notary Public:
My Commission Expires: 07-31-10

2008 APR 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED