

No. ~~799~~ ~~and~~

T. Burch OCT 22 2008
10/21/2008

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ARTICLES OF INCORPORATION
OF
PORT MAYACA PLANTATION PHASE 2
PROPERTY OWNERS' ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 OCT 21 PM 4:15

FILED

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME PRIMARY ADDRESS

The name of the corporation shall be the PORT MAYACA PLANTATION PHASE 2 PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association". The primary address of the Association shall be 2730 S. Lindbergh, St. Louis, Missouri 63131.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Port Mayaca Plantation Phase 2 recorded (or to be recorded) in the Public Records of Martin County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory, per Section 617.0302, Florida Statutes, powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration.

The definitions set forth in the Declaration are incorporated herein by this reference.

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ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Club Facility or other land subject to assessment per the Declaration shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the repayment of money or performance of another obligation shall not be a Member of the Association but, rather, the beneficial Owner shall be the Member.

Section 2. Voting Rights. Lot Owner Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the single vote for such Lot shall be exercised as they among themselves determine but in no event shall more than one (1) vote be cast with respect to any such Lot. The Owner of a Club Facility shall also be a Member, as shall the Owner of any other type of Land made subject to assessment under the Declaration, and each shall have as many votes as there are an equivalent number of Lots for which the Club Facility or other property is assessed (for example, if it pays assessments equal to those on five Lots, it will have five votes).

In the event that homeowners', condominium or other association consisting of all of the Owners off/in a particular portion of The Properties has been formed, then such Owners shall still be deemed Class A Members but their votes shall be cast by a representative elected by the Board of Directors of the applicable association, who shall cast as many votes as there are Lots (actual or allocated to a Club Facility or other property) subject to the jurisdiction of such association. The Owner of a Club Facility or other land subject to assessments who is a member of such an Association may, however, opt to vote its own votes by so notifying the Secretary of the Association.

Section 3. General Matters. When reference is made herein, or in the Articles, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members or of their votes, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members when the persons entitled to cast same are present in person or by proxy at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) or when signing a written action or consent as provided by law, and not of the Members themselves or of their Lots, Club Facilities or other Lands.

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ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than the highest number specified in the By-Laws. A majority of the directors in office shall constitute a quorum for the transaction of business.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Stephen A. Orthwein	17050 Baxter Rd. Suite 150 Chesterfield, MO 63005
Virginia Orthwein	11874 Tilden Place Wellington, FL 33414
Stephen Orthwein, Jr.	11267 Pond View Drive, Apt. 103 Wellington, FL 33414

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors and their Declarant-appointed replacements, directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of business entity members of the Association, or designees of Declarant. Notwithstanding the foregoing, until such time as provided in the By-Laws, Declarant shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

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Section 4. **Duration of Office.** Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. **Vacancies.** If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. **Officers Provided For.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. **Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. **First Officers.** The names and addresses of the first officers of the Association shall be determined pursuant to the By-Laws.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the votes of those

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Members voting in person or by proxy, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Charles W. Edgar, III

8409 N. Military Trail
Suite 123
Palm Beach Gardens, FL 33410

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter

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therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

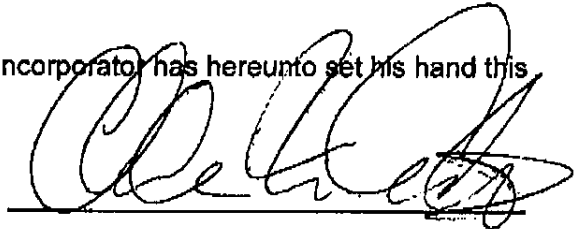
Section 5. The provisions of this Article X shall not be amended, so as to remove or alter the indemnification rights of any person qualifying for same prior to the amendment.

ARTICLE XI

REGISTERED AGENT

Until changed, Charles W. Edgar, III, shall be the registered agent of the Association and the registered office shall be at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 21st day of October, 2008.

A handwritten signature in black ink, appearing to read 'Charles W. Edgar, III', is written over a horizontal line.

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of October, 2008, by Charles W. Edgar, III, who is personally known to me and who did not take an oath.


NOTARY PUBLIC

[Notary Seal]

NOTARY PUBLIC-STATE OF FLORIDA
 Denise M. Scherer-Wagner
Commission # DD422023
Expires: APR. 24, 2009
Bonded Through Atlantic Bonding Co., Inc.

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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Palm Beach, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, located at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, Florida 33410, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



REGISTERED AGENT

Dated this 21st day of October, 2008