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FLORIDA PROFIT/NON PROFIT CORPORATION  
FISHERMAN'S WHARF CLUB & MARINA MASTER ASSOCIATION,

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**ARTICLES OF INCORPORATION  
OF  
FISHERMAN'S WHARF CLUB & MARINA MASTER ASSOCIATION, INC.**

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**Name**

The name of the Corporation shall be FISHERMAN'S WHARF CLUB & MARINA MASTER ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association. The place of business shall be 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida, 32960, until changed by the owners at the first meeting.

**ARTICLE II**

**Purposes**

The purposes for which the Association is organized are as follows:

2.1 To establish, maintain and operate a Corporation not for profit; to uphold, maintain and promote the property interests and rights of members and to do any other thing necessary or desirable in the interests of the safety, health, protection, comfort and convenience of such members.

2.2 To make and establish reasonable rules and regulations governing the use and maintenance of real property described above.

2.3 To collect, from time to time, assessments from owners to defray expenses of operation of the corporation.

2.4 To enforce and abide by the provisions of any covenants or restrictions which are, or may be, applicable to the property and which may be adopted from time to time as provided in the By-Laws of the Association.

**ARTICLE III**

**Powers**

The Association shall have all of the powers and privileges granted to associations not for profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the

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following:

3.1 To promote the safety and health of members of the Association and their property interests.

3.2 To purchase insurance for properties owned by the Association; and insurance for the protection of the Association and its members, officers and directors.

3.3 To maintain, repair, replace and operate the corporate properties.

3.4 To make and establish covenants and restrictions governing the use and maintenance of property owned by the Association.

3.5 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to the Fisherman's Wharf Club & Marina Master Association.

3.6 To enforce the provisions of any covenants or restrictions, which are or may be made applicable to the property located within the Fisherman's Wharf Club & Marina and which may be adopted from time to time as provided in the Declaration of Covenants for Fisherman's Wharf Club & Marina Master Association, Inc., as the same may exist from time to time.

3.7 To levy and collect, from time to time, assessments against members of the Association the Declaration of Covenants for Fisherman's Wharf Club & Marina Master Association, Inc., as the same may exist from time to time.

3.8 To employ personnel to perform the services required for the proper management and operation of the Association.

3.9 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants for Fisherman's Wharf Club & Marina Master Association, Inc. and the By-Laws.

#### ARTICLE IV

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#### ARTICLE V

##### Term

Existence of the Association shall commence with the filing of these Articles of

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Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE VI**  
**Dissolution**

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

**ARTICLE VII**  
**Members**

7.1 **Membership.** Every person or entity, including GARDEN ISLE DEVELOPMENT, LLC, its successors or assigns (hereinafter "Developer"), who is a record Owner of a living unit which is subject to covenants or record to assessment by the Association shall be a member of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

7.2 **Voting Rights.** Declaration of Covenants for Fisherman's Wharf Club & Marina Master Association sets forth the voting rights for each Member which this Association is responsible for their implementation and enforcement.

**ARTICLE VIII**  
**Board of Directors**

8.1 The affairs of the Association shall be managed by a Board of Directors elected in accordance with the Bylaws.

**ARTICLE IX**  
**Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually at its meeting

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following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers, who will serve until their successors are designated, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Yane Zana	21 Royal Palm Pointe, Suite 100 Vero Beach, FL 32960	President
Justin Faires	21 Royal Palm Pointe, Suite 100 Vero Beach FL 32960	Vice President
Jeffrey R. Pegler	21 Royal Palm Pointe, Suite 100 Vero Beach FL 32960	Secretary/ Treasurer

**ARTICLE X**  
**Bylaws**

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

**ARTICLE XI**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided.

a. Such amendment must be approved by not less than two-thirds (2/3) of the Board of Directors; and, by not less than two-thirds (2/3) of the entire membership of the Association; or,

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b. By not less than seventy-five percent (75%) of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the Master Declaration of Covenants, Conditions, Reservations, and Restrictions.

11.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded on the public records of Brevard County, Florida.

ARTICLE XII  
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey R. Pegler, Esq.	21 Royal Palm Pointe, Suite 100 Vero Beach, FL 32960

ARTICLE XIII  
Registered Agent

The street address of the initial registered office of the Association is: 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida, 32960, and, the name of the initial registered agent of the Association at that address is: Jeffrey R. Pegler.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the corporation hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and accordingly have set our hands

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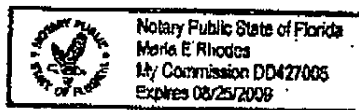
and seals at Vero Beach, Indian River County, Florida, this 14th day of August, 2009.

Jeffrey R. Pegler  
Jeffrey R. Pegler

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME appeared Jeffrey R. Pegler, to me personally known or who produced  
\_\_\_\_\_ as identification, and who executed the foregoing  
instrument and acknowledged to and before me that he executed said instrument for the purposes  
therein expressed and who did not take an oath.

WITNESS my hand and official seal, this 14th day of August, 2009.



Maria E. Rhodes  
Notary Public  
Name Printed: Maria E. Rhodes  
State of Florida at Large  
My Commission #:  
My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of  
FISHERMAN'S WHARF CLUB & MARINA MASTER ASSOCIATION, INC.

Jeffrey R. Pegler  
Jeffrey R. Pegler

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