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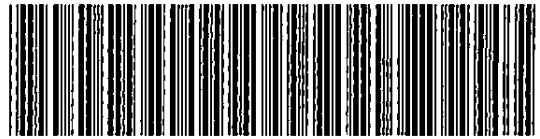
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DIVISION OF CORPORATIONS
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9/23/09

THEODORE M. BURT, P.A.

Attorney at Law
114 Northeast First Street
Post Office Box 308
Trenton, Florida 32693

Theodore M. Burt

(352) 463-2348
fax (352) 463-6908

September 21, 2009

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

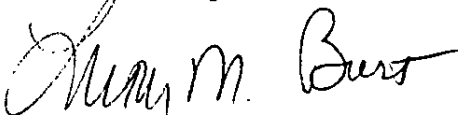
Re: Gulf Breeze Marina Club Financial Board, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named proposed Florida corporation, together with the Registered Agent Designation. Also enclosed is a check in the amount of \$78.75, representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Yours truly,



Theodore M. Burt

TMB/st

Enclosures: Articles of Incorporation (original and 1 copy)
Check
Registered Agent Designation

10759-doc2

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ARTICLES OF INCORPORATION

OF

GULF BREEZE MARINA CLUB FINANCIAL BOARD, INC.

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Pursuant to the provisions of 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be **GULF BREEZE MARINA CLUB FINANCIAL BOARD, INC.** (hereinafter called the "Corporation"). The principal office address is 114 NE First Street, Post Office Box 308, Trenton, Florida 32693.

ARTICLE II

Purpose

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to implement the provisions of Article 5 of the Marina Club Declaration for Gulf Breeze Marina Club, said Declaration having been recorded in Official Records Book 607, page 175 of the public records of Taylor County, Florida. The Corporation shall have the proper authority to maintain and administer the provisions of said Article 5, as well as the collecting and disbursing of the fees and charges created thereunder so that the Corporation shall have the power:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations as expressed under Article 5 of the Marina Club Declaration for Gulf Breeze Marina Club;

(b) to fix, levy, collect and enforce payment by any lawful means, all fees or assessments pursuant to Article 5 of the Marina Club Declaration; to pay all expenses and disbursements in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation;

(c) to borrow money, mortgage, pledge, deed in trust, hypothecate or convey and deliver any or all of its property as security for money borrowed or debts incurred;

(d) to have and to exercise any and all powers rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise within the parameters of Article 5 of the Marina Club Declaration;

(e) to contract with third parties to perform the functions of the Corporation within the parameters of Article 5 of the Marina Club Declaration;

(f) to enforce covenants, conditions, or restrictions affecting any property subject to Article 5 of the Marina Club Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any association, corporation or other entity or agency, public or private; and

(h) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of Article 5 of the Marina Club Declaration.

To exercise in any manner of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article II.

ARTICLE III

Membership

(a) The Corporation shall be a membership corporation without certificates or shares of stock.

(b) The members of Gulf Breeze Marina, LLC and the Owners as defined under Section 1.9 of the Marina Club Declaration,

shall be a member of the Corporation, and shall be entitled to vote in accordance with the provisions set forth in Article 5 of the Marina Club Declaration. The manner of exercising voting rights shall be as set forth in Article 5 of the Marina Club Declaration and the By-Laws of the Corporation.

(c) Change of owner membership in the Corporation shall be established by recording in the public records of Taylor County, Florida, a deed or other instrument establishing record title to a Unit subject to the Declaration. Written notice shall be given to the Corporation of such change in title. Upon such recordation, the owner designated by such instrument shall become a member of the Corporation and the membership of the prior owner shall be terminated.

Article IV

Term

The existence of the Corporation shall be perpetual unless it is terminated by law or unless the Declaration which describes the Corporation is terminated.

Article V

Name and Residence of Incorporator

The name and residence of the incorporator is:

Theodore M. Burt
114 NE First Street
Post Office Box 308
Trenton, Florida 32693

The rights and interests of the incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

Article VI

Officers

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected at the annual meeting of the Corporation. The principal Officers of the Corporation shall be a President, Vice President, and Secretary/Treasurer, and such

other Officers as the Board of Directors may from time to time designate, which Officers shall be elected annually by the Board of Directors. The names of the Officers who are to serve until the first election or appointment are as follows:

Fredric Shore - President
13410 NW 49th Lane
Gainesville, Florida 32606

James Prevatt - Vice President
Post Office Box 310
Live Oak, Florida 32064

Theodore M. Burt - Secretary
114 NE First Street
Post Office Box 308
Trenton, Florida 32693

Jose "Pepe" Peruyero - Treasurer
Post Office Box 769
High Springs, Florida 32655

Article VII

Board of Directors

The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of four (4) Directors.

The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Fredric Shore 13410 NW 49th Lane
Gainesville, Florida 32606

James Prevatt Post Office Box 310
Live Oak, Florida 32064

Theodore M. Burt Post Office Box 308
Trenton, Florida 32693

Jose "Pepe" Peruyero Post Office Box 769
High Springs, Florida 32655

Article VIII

Bylaws

The original By-Laws are to be made by the original Board of Directors. The same may thereafter be amended, altered or rescinded only in accordance with the provisions of such By-Laws.

Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

Article IX

Amendment of Articles

The Articles of this corporation may be amended by a seventy-five percent (75%) vote of the entire Board of Directors at a regular meeting, or a special meeting called for that purpose.

The members shall not amend the Articles of Incorporation without the action of the directors.

ARTICLE X

Indemnification

Indemnification: Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including legal fees reasonably incurred by or imposed upon him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may have been involved, by reason of his or her being or having been a Director or Officer at the time such costs, expense or liability is incurred, except in such cases wherein the Director or Officer is adjudged to have engaged in willful malfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being to the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights to which such Director or Officer may be entitled by common or statutory law.


Article XI

Registered Agent

The name and residence of the registered agent for service of process within this State shall be:

Theodore M. Burt
114 NE First Street
Post Office Box 308
Trenton, Florida 32693

Signature:



Theodore M. Burt, Incorporator

Dated: September 21, 2009

10759-005st

Prepared by: **Theodore M. Burt, P.A.**
Post Office Box 308
Trenton, Florida 32693
(352) 463-2348

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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**

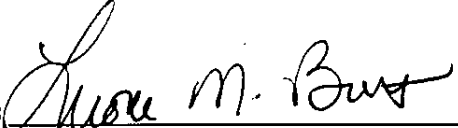
In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that **GULF BREEZE MARINA CLUB FINANCIAL BOARD, INC.** is desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Taylor, State of Florida, has named **THEODORE M. BURT** located at 114 Northeast First Street, Trenton, Florida 32693, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 21st day of September, 2009.

By: 
THEODORE M. BURT
Registered Agent