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POSITANO MARINA HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
POSITANO MARINA HOMEOWNERS' ASSOCIATION, INC.**

The undersigned hereby executes and acknowledges these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, *Florida Statutes*, and certifies as follows:

ARTICLE I - NAME

The name of the corporation shall be Positano Marina Homeowners' Association, Inc., which corporation shall hereinafter be referred to as the "Association."

ARTICLE II - PURPOSE

The purpose and object of the Association shall be to administer the operation and management of all common areas ("Common Areas") within Positano Marina, a residential and boating community ("Development") located in Broward County, Florida; to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Areas and other properties within the Development in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens for Positano Marina ("Declaration") which shall be recorded in the Public Records of Broward County, Florida; to take and hold fee simple title to such of the Common Areas as are not dedicated to the public and to operate, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the Association and Development; and, to foster a "first class" residential and boating community throughout the Development.

ARTICLE III - POWERS

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the Declaration and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association as hereinabove set forth including, but not limited to, the following:

3.1.1 To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas and other properties within the Development;

3.1.2 To make and collect Assessments (as defined in the Declaration) against Members (as defined in the Declaration) of the Association to defray the costs, expenses and losses of the Association;

3.1.3 To impose, collect and use Assessments in the exercise of its powers and duties;

3.1.4 To undertake the maintenance, repair, replacement and operation of the Common Areas, or other property specified in the Declaration, and/or property leased or acquired by the Association for the benefit of its Members;

3.1.5 To purchase insurance upon the Common Areas and insurance for the protection of the Association and its Members;

3.1.6 To reconstruct improvements upon the Common Areas after casualty and construct further improvements upon these properties;

3.1.7 To do anything necessary and proper in law or equity or otherwise to enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations for the use and maintenance of the properties within the Development;

3.1.8 To contract for the management of the Common Areas, and other properties for which the Association may be responsible, and to delegate all management powers and duties to a qualified person, firm or corporation;

3.1.9 To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operation of the properties for which the Association is responsible;

3.1.10 To acquire fee simple title to such of the Common Areas as are not dedicated to the public; and

3.1.11 To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the Development; provided that all of the transactions contemplated herein shall be for the use, benefit and enjoyment of the Members of the Association. The foregoing shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

3.2 All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.3 The Association shall make no distribution of income to the Members.

3.4 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the Bylaws of the Association.

ARTICLE IV – MEMBERS

4.1 The members of the Association shall consist of the Developer and all record owners of a Unit as defined in the Declaration.

4.2 Membership in the Association shall be established by either: (1) a deed or other instrument conveying record title to a Residential Unit (as defined in the Declaration); or (2) a License Agreement permitting the licensee sole use of a specific Boat Slip Unit (as defined in the Declaration) within the Development, and the delivery to the Association of a copy of such instrument.

4.3 The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Unit.

4.4 Class A Members of the Association shall be entitled to one (1) vote for each Unit owned, and the Class B Member shall be entitled to four (4) votes for each Membership Interest owned by it, except that after the transfer of control over to the Association from the Declarant to the non-Declarant members as provided in Section 720.307, *Florida Statutes*, the Class B members shall be entitled to only one (1) vote for each unit owned by it. The manner of exercising voting rights when there are two or more owners of one Unit is set forth in the Declaration.

ARTICLE V - DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of three (3) Directors as set forth in the Declaration. Prior to the first election of Directors, the Board shall consist of Lon Tabatchnick, Robert Auerbach and Robert Tabatchnick.

5.2 The Directors of the Association shall be elected in the manner set forth in the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Declaration and Bylaws.

5.3 The first election of Directors shall be held at the time provided in the Declaration.

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by officers designated as provided in the Bylaws of the Association. After the first election of Directors, the

officers shall be elected by the Board of Directors at its first meeting following the first meeting of the Members of the Association at which the Board of Directors is elected. The officers shall serve at the pleasure of the Board of Directors.

ARTICLE VII - INDEMNIFICATION

Every director and officer of the Association, and members of Association committees, shall be indemnified by the Association against all expenses and liabilities, including attorneys' and paraprofessional fees reasonably incurred by or imposed upon him, in connection with 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 Association, or a committee member, whether or not he is a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer or committee member may be entitled.

ARTICLE VIII - BYLAWS

The first Bylaws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE IX - TERM

The Association shall have perpetual existence.

ARTICLE X - DECLARANT

Wherever referred to herein or in the Bylaws of the Association, the term "Declarant" shall mean Hollywood Ocean Group, LLC, a Florida limited liability company, and its successors and assigns.

ARTICLE XI- INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Wilson C. Atkinson, III, Esq., 100 S.E. 3rd Avenue, Suite 1400, Ft. Lauderdale, Florida 33394

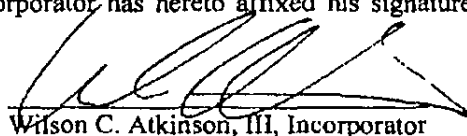
ARTICLE XII - REGISTERED AGENT

The initial Registered Agent of the Association shall be Wilson C. Atkinson, III, Esq., 100 S.E. 3rd Avenue, Suite 1400, Ft. Lauderdale, Florida 33394.

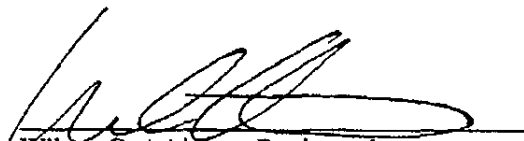
ARTICLE XIII - ASSOCIATION MAILING ADDRESS

The initial Association office mailing address is 3501 N. Ocean Drive, Hollywood, Florida 33019.

IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this 1 day of November, 2009.


Wilson C. Atkinson, III, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Not For Profit Corporation Act., the undersigned does hereby accept its appointment as registered agent upon whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing articles of incorporation.

Dated: Nov 4, 2009
Wilson C. Atkinson, Registered Agent

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