

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
COMMITTEE TO PRESERVE THE CLUB, INC.**

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March 12, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301


Re: Committee to Preserve the Club, LLC – Articles of Dissolution
Committee to Preserve the Club, Inc – Articles of Incorporation
Consent/Authority to Use Name


Dear Sir/Madam:


The undersigned are all of the listed Managers/Members of Committee to Preserve the Club, LLC, a Florida limited liability company formed on February 19, 2010. Organization as a limited liability company was done in error and we would like to organize the Committee to Preserve the Club, Inc. as a Florida Not-For-Profit Corporation. Accordingly, we are hereby enclosing the following:


1. Articles of Dissolution of Committee to Preserve the Club, LLC; and
2. Articles of Incorporation of Committee to Preserve the Club, Inc., a corporation not for profit.


We respectfully request that file the Certificate of Dissolution and allow for the filing of the Articles of Incorporation. All of the listed Managers/Members of the limited liability company further consent to use of the name by the corporation.



Janice Fenner



Kathleen Watt



Gilbert Richards


Richard Pouch


John Fennessey


Karen Fennessey


Eugene Di Sabatino


Robert Costello

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**ARTICLES OF INCORPORATION
OF
COMMITTEE TO PRESERVE THE CLUB, INC.**

(A Not-For-Profit Corporation)

The undersigned, for the purposed of forming a corporation under the laws of the State of Florida, pursuant to Sections 617.01201 and 617.0202 of the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be "COMMITTEE TO PRESERVE THE CLUB, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation and the Corporation's mailing address shall be at 55 Tarpon Lane, Key Largo, Florida 33037, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE III
DURATION**

The term of duration of the Corporation is perpetual, unless it is dissolved pursuant to any applicable provision of the Florida Statutes. The Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE IV
PURPOSE AND POWERS**

The primary purpose of the Corporation is to enhance the welfare of the Ocean Reef Club Community and to promote the private status of the Ocean Reef Club and to do and perform all such other acts and things as are necessary to carry out its purposes and as are allowed by the laws of the State of Florida with respect to not-for profit corporations, unless otherwise restricted by these Articles or the Bylaws of the Corporation.

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ARTICLE V CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Certificates of membership shall be issued to qualified members. Membership fees for membership certificates may be required as provided in Article VIII hereinbelow.

ARTICLE VI MEMBERSHIP

(a) The members of the Corporation shall be those persons and entities to whom membership certificates are specifically issued, as provided in (b) herein.

(b) The categories of membership, number of memberships in each category, qualification for membership, manner of admissions and issuance of membership certificates shall be as set forth in and regulated by the Bylaws of the Corporation.

(c) Except as provided in the Bylaws, a membership may be transferred only through reissuance of the membership certificate by the Corporation in accordance with the procedures set forth in the Bylaws.

(d) Members will have such voting rights as are provided in the Bylaws of the Corporation.

(e) Membership fees shall be in such amounts as may be fixed, from time to time, by the Board of Directors in accordance with the provisions of the Bylaws. Members shall also pay dues, assessments and charges in accordance with the provisions of the Bylaws.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of the Corporation will be responsible for the administration of the Corporation, and will have the exclusive authority to establish membership fees, set dues and assessments, establish rules and regulations and, in general, without limitation, control the management and officers of the Corporation. Directors shall be elected or appointed as provided in the Bylaws. The initial Board of Directors shall be:

Janice Fenner
55 Tarpon Lane
Key Largo, Florida 33037

Kathleen Watt
6 Bayberry Lane
Key Largo, Florida 33037

Gilbert Richards
11 Ospray Lane
Key Largo, Florida 33037

Richard Pouch
24 Dilly Tree Park
Key Largo, Florida 33037

John Fennessey
2 Hardwood Hammock Lane
Key Largo, Florida 33037

Karen Fennessey
2 Hardwood Hammock Lane
Key Largo, Florida 33037

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Eugene DiSabatino
24 Thatch Palm Way
Key Largo, FL 33037

Richard Elliott
22 Tamarind Lane
Key Largo, FL 33037

Robert Costello
11B The Landings
Key Largo, FL 33037

ARTICLE VIII OFFICERS

The Board of Directors may appoint such other officers and assistant officers as it may desire. The officers shall be appointed as provided in the Bylaws.

ARTICLE IX LIABILITY FOR DEBTS AND INDEMNIFICATION

Neither the members nor the officers nor the Directors of the Corporation shall be liable for the debts of the Corporation. The Corporation shall indemnify and hold harmless, to the maximum extent permitted by Florida Statutes Section 607.0850 (2010) each person who shall serve at any time as Director or officer of the Corporation

ARTICLE X BYLAWS

The Bylaws of the Corporation may be adopted, amended, altered or repealed as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation.

ARTICLE XII AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed as provided in the Bylaws.

ARTICLE XIII CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of the Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise Interested therein Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or

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transaction with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership

ARTICLE XIV
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed in accordance with the provisions of the Bylaws applicable to the dissolution of the Corporation

ARTICLE XXI
INCORPORATOR

The name and address of the sole Incorporator is as follows:

Name

Address

Janice Fenner

55 Tarpon Lane
Key Largo, Florida 33037

ARTICLE XXII
INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address are the following: Janice Fenner, 55 Tarpon Lane, Key Largo, Florida 33037.

The undersigned Incorporator has executed these Articles of Incorporation this 11th day of March, 2010.


Janice Fenner, Incorporator

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

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

That the COMMITTEE TO PRESERVE THE CLUB, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 55 Tarpon Lane, Key Largo, Florida 33037, has named Janice Fenner, located at 55 Tarpon Lane, Key Largo, Florida 33037, as its Registered 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Janice Fenner

Date: March 11, 2010

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TALLAHASSEE, FLORIDA

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