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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. LUCIE INLET HARBOR DOCK OWNERS ASSOCIA**

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ARTICLES OF INCORPORATION  
OF

ST. LUCIE INLET HARBOR DOCK OWNERS ASSOCIATION, INC.  
A Florida Corporation Not for Profit

The undersigned, all of whom are of legal age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, (1997), and certify as follows:

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ARTICLE ONE  
Name and Address

1.1 Name. The name of the corporation shall be **ST. LUCIE INLET HARBOR DOCK OWNERS ASSOCIATION, INC.**

1.2 Address. The Principal office of the corporation shall initially be located at Gryn, Yudin & Foster, LLP, 55 East Ocean Blvd., Stuart, FL 34994.

ARTICLE TWO  
Purpose

2.1 Purpose. The corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. The purpose for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, or grants and gifts, exclusively for scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 ( c ) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE THREE  
Powers

3.1 Powers No part of the net earnings of the corporation shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 ( c )(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

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(b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.2 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3.3 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3.4 The corporation shall not retain any excess business holdings as defined in Section 4943 ( c ) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3.5 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3.6 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3.7 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 ( c )(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170 ( c )(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

3.8 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c )(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE FOUR MEMBERS

4.1 The corporation is organized on a non-stock basis. The Corporation shall have members. Members of the corporation will be required to meet the following qualifications:

Owner of a dock at St. Lucie Inlet Harbor.

**ARTICLE FIVE**  
**INITIAL BOARD of DIRECTORS**

The number of Directors constituting the initial Board of Directors is five. The number of Directors may be increased or decreased and elected from time to time in accordance with the Bylaws but shall never be less than three. The names and addresses of the initial directors of the corporation are as follows:

ALICE MASEMER  
5633 HARBOR TERRACE  
STUART, FL 34997

RICHARD TURNER  
P.O. BOX 500  
CARROLLTON, VA 23314

5.5 Meetings. All directors' meetings shall be held in Martin County, Florida.

**ARTICLE SIX**  
**Officers**

6.1 Officers. The affairs of the corporation shall be administered by a President, Vice President, Secretary, and Treasurer and such other officers as may be designated in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at its first meeting 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 shall serve until their successors are designated by the Board of Directors are as follows:

ALICE MASEMER  
5633 HARBOR TERRACE  
STUART, FL 34997

RICHARD TURNER  
P.O. BOX 500  
CARROLLTON, VA 23314

**ARTICLE SEVEN**  
**Indemnification**

7.1 Indemnification. Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been an director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification

shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE EIGHT

##### Bylaws

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

#### ARTICLE NINE

##### Term

9.1 Term. The term of the Association shall be perpetual.

#### ARTICLE TEN

##### Registered Agent

10.1 Registered Agent. The street address of the Association's initial registered principal office and the name of its initial Registered Agent at such address is as follows:

Name	Address
JOHN S YUDIN	55 EAST OCEAN BLVD., STUART, FL 34994

#### ARTICLE ELEVEN

##### INCORPORATOR

11.1 Names and Addresses. The name and residence address of the Incorporator of these Articles of Incorporation is as follows:

JOHN S YUDIN  
GUY YUDIN & FOSTER, LLP  
55 EAST OCEAN BLVD.  
STUART, FL 34994

#### ARTICLE TWELVE

##### CONDUCT OF CORPORATE AFFAIRS

12.1 The conduct of the affairs of the Corporation will be limited in the following manner: all corporate powers are exercised by the Board of Directors and not by the members of the corporation.

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ARTICLE THIRTEEN  
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

31<sup>st</sup> IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this day of March, 2010.

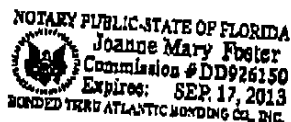
[Signature]  
JOHN S. YUDIN, Incorporator

STATE OF Florida  
COUNTY OF Martin

I HEREBY CERTIFY that on the 31<sup>st</sup> day of March, 2010, before me, officers duly authorized and acting, personally appeared JOHN S. YUDIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation of ST. LUCIE INLET HARBOR DOCK OWNERS ASSOCIATION, INC., for the purposes expressed in said Articles, and he acknowledged them and there before me that he executed said instrument.

WITNESS my hand and official seal at Martin County, Florida, this the 31<sup>st</sup> day of March, 2010.

(Notary Seal)



[Signature]  
Notary Public  
My Commission Expires: 9-17-13

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ST LUCIE INLET HARBOR DOCK OWNERS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 31 day of March, 2010.

GUY, YUDIN & FOSTER, LLP

[Signature]  
JOHN S. YUDIN

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