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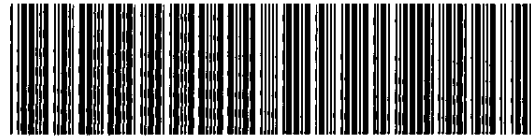
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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2010 OCT 25 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 OCT 28 10:00

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: RCGSM, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard D. Percic, Esq.

Name (Printed or typed)

790 Juno Ocean Walk, Suite 600

Address

Juno Beach, FL 33408-1121

City, State & Zip

(561) 746-1002

Daytime Telephone number

dpercic@jhrjpa.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
RCGSM, INC.**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates the corporation not for profit for the purposes hereinafter set forth and, to that end, the undersigned by these Articles of Incorporation, certifies as follows:

ARTICLE I. NAME

The name of the corporation shall be "RCGSM, INC.", which shall be a Florida corporation not for profit (hereinafter referred to as the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS

The principal place of business/ mailing address for the Corporation is: 502 Bald Eagle Drive, Jupiter, Florida 33477.

ARTICLE III. DURATION

The term of the Corporation shall be perpetual, unless the Corporation is dissolved pursuant to any applicable provision of the Florida Statutes. The Corporation shall commence its existence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which a not-for-profit corporation may be incorporated under Chapter 617, Florida Statutes. The primary purpose of the Corporation is to determine the viability of purchase, and if the due diligence review is acceptable, purchase, own and operate a private golf club and spa on real property located in Palm Beach County, Florida ("Golf Club"), exclusively for the recreation, pleasure, and benefit of its members, as well as to maintain, administer and preserve conservation areas and wetlands, if any, and the surface water management system located on the Golf Club owned by the Corporation. The Corporation may also be a member of a property owners' association, which may benefit and burden the property of the Golf Club or the Corporation. To carry out these purposes, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, to borrow and lend money, whether secured or unsecured, and to do and perform all such other acts and things that are necessary to carry out the Corporation's purposes as permitted by the laws of the State of Florida with respect to corporations not-for-profit, unless otherwise restricted by these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE V. CAPITAL STOCK

The Club shall have no capital stock and shall be comprised by members (collectively, "Members" or individually, "Member") rather than shareholders. Certificates of membership may be issued to Members as determined by the Board of Directors. Membership fees for membership certificates may be required, as provided in Article XIII.

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TALLAHASSEE, FLORIDA

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ARTICLE VI. PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Golf Club or the Corporation shall inure to the benefit of any Member, Director or officer of the Corporation, and as such, no Member, Director or officer of the Corporation shall have any interest in or title to any of the property or assets of the Golf Club or the Corporation. Nothing herein shall prohibit the Corporation from reimbursing the Directors and officers for expenses reasonably incurred in performing services rendered to the Golf Club or the Corporation, nor shall anything herein be construed to prohibit payment by the Corporation of compensation in a reasonable amount to a Director or officer of the Corporation for services rendered to the Corporation in a capacity other than as a Director or officer.

ARTICLE VII. MEMBERS

The initial Members of the Corporation shall be the Directors and officers. Thereafter, Membership shall be determined by the Board of Directors in its sole and absolute discretion by establishing: (a) the types of memberships to be offered (individually, "Membership Type"); (b) the number of membership certificates to be issued for each Membership Type; and (c) the rights accruing and obligations of Members holding each Membership Type.

ARTICLE VIII. TRANSFER OF MEMBERSHIP

A membership may be transferred in accordance with the procedures to be established by the Board of Directors in its sole and absolute discretion.

ARTICLE IX. VOTING RIGHTS

Voting rights shall be vested in the Members, subject to the limitations and qualifications determined by the Board of Directors in its sole and absolute discretion.

ARTICLE X. DIRECTORS

A. The Board of Directors of the Corporation shall consist of not less than three (3) or more than nine (9) members. The names and addresses of the first Board of Directors are:

<u>Names</u>	<u>Addresses</u>
Ed Sacks	502 Bald Eagle Drive, Jupiter, FL 33477
Paul Humenansky	427 Red Hawk Drive, Jupiter, FL 33477
David Oestreich	42 Shelldrake Road, Scarsdale, NY 10583
Andrew Edelman	15 Vernon Road, Scarsdale, NY 10538

B. The term of the initial Directors shall expire when successors are elected. The first election of Directors shall occur upon the completion of the purchase of the Golf Club and the execution of a New Membership Plan. The manner of election of Directors shall be set forth in the Bylaws of the Corporation.

C. The Board of Directors shall be responsible for the administration of the Corporation and shall have exclusive authority to establish membership fees for each Membership Type, dues and assessments for each Membership Type, rules and regulations and in general, without limitation, control the management and officers of the Corporation and the Golf Club.

ARTICLE XI. OFFICERS

The officers of the not for profit Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The names of the first officers are:

President	Ed Sacks
Vice President	Paul Humenansky
Secretary	David Oestreich
Treasurer	Andrew Edelman

The Board of Directors may appoint such other officers and assistant officers as the Board of Directors may desire. The officers shall be elected by the Board of Directors from among the Members of the Corporation at each annual meeting of the Members. Each officer shall serve for a term of one (1) year or until their successors are elected.

ARTICLE XII. LIABILITY FOR DEBTS AND INDEMNIFICATION

Neither the Members nor the officers or Directors shall be personally liable for the debts of the Golf Club or the Corporation.

ARTICLE XIII. MEMBERSHIP FEES

Membership Fees in the Golf Club shall be in such amounts as may be fixed from time to time by the Board of Directors. All membership fees shall be paid to the Corporation.

ARTICLE XIV. MANAGEMENT AGREEMENT

The Board of Directors may authorize the officers of the Corporation to enter into a management agreement for the day-to-day management of the Golf Club with any person, firm or corporation, including an agent of the original Golf Club developer or its principals or subsidiaries.

ARTICLE XV. INCORPORATOR

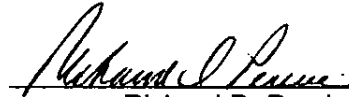
The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard D. Percic	Jeck, Harris, Raynor & Jones, P.A. 790 Juno Ocean Walk, Suite 600 Juno Beach, FL 33408-1121

ARTICLE XVI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Jeck, Harris, Raynor & Jones, P.A., 790 Juno Ocean Walk, Suite 600, Juno Beach, FL 33408-1121, and the name of the initial registered agent at that address is Richard D. Percic.

IN WITNESS WHEREOF, I have subscribed my name this 21st day of October, 2010.



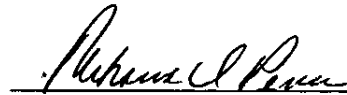
Richard D. Percic, Incorporator

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

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

RCGSM, Inc., desiring to organize under the laws of the State of Florida, with its initial principal office at 502 Bald Eagle Drive, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named Richard D. Percic, as its initial registered agent, who is an individual who resides in the State of Florida, and whose business office is identical with the registered office c/o Jeck, Harris, Raynor & Jones, P.A., 790 Juno Ocean Walk, Suite 600, Juno Beach, FL 33408-1121.

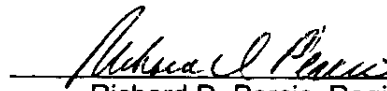
DATED: October 21, 2010



Richard D. Percic, Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation, at the registered office designated in this Certificate, I hereby accept this appointment as a registered agent. I am familiar with and accept the obligations of this position and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 21, 2010



Richard D. Percic, Registered Agent

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