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**FLORIDA PROFIT/NON PROFIT CORPORATION
HARBOR BEACH CLUB HOMEOWNERS ASSOCIATION, INC.**

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2/24/14

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ARTICLES OF INCORPORATION OF
HARBOR BEACH CLUB HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, a natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is HARBOR BEACH CLUB HOMEOWNERS ASSOCIATION, INC., a not-for-profit Florida corporation (hereafter the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 622 BEACHLAND BLVD, SUITE 203, VERO BEACH, FLORIDA 32963.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 622 BEACHLAND BLVD, SUITE 203, VERO BEACH, FLORIDA 32963 and the name of the initial registered agent of the Association at that address is VICTOR LOMBARDI.

ARTICLE IV

DOCUMENTS AND DEFINITIONS

The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for the Association, as amended from time to time (hereinafter called the "Declaration"), to which these Articles of Incorporation shall be attached.

ARTICLE V

PURPOSES OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which it is formed are to protect the values and desirability of the property of the Members, to protect the health, safety, welfare and best interests of the Members, provide for the maintenance, preservation and architectural control of the property, and improvements thereto, and perform all of the duties and obligations of the Association as set forth in the Declaration which is to be recorded in the Public

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Records of Brevard County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members, all with respect to the following described real property located in Brevard County, Florida ("Harbor Beach Club"):

All of the Plat of HARBOR BEACH CLUB, according to the plat thereof recorded in Plat Book 59, Page 96, the Public Records of Brevard County, Florida.

ARTICLE VI

POWERS OF THE ASSOCIATION

The Association shall have all of the common law and statutory powers of a corporation not-for-profit, which are not in conflict with the terms of these Articles, the By-Laws, and the Declaration. Further, the Association shall have all of the rights, powers and duties reasonably necessary to operate and maintain the Association, and administer the properties pursuant to the Declaration, including without limitation, the following:

1. Exercise all of the powers and privileges, and perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time, including without limitation the operation and maintenance of all common property, and the legal pursuit of any claims that the Association may have against any other parties and defense of any claims that any other parties may have against the Association;
2. Fix, levy, collect and enforce payment by any lawful means, all charges and assessments made pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against any property of the Association;
3. Acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public or other use, or otherwise dispose of real or personal property in connection with the affairs of the Association;
4. Borrow money with the assent of a majority vote of the Board of Directors, hereinafter call the "Board", and with the assent of two-thirds (2/3) of the Members voting in person or by proxy at a meeting duly called for that purpose, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, utility or service company for such purposes and subject to such conditions as may be agreed upon by the Association. No such dedication shall be effective unless approved by the then Owners of ninety percent (90 %) of all of the Lots, who must vote in person or by proxy at a meeting duly called for that purpose, and the prior written consent of the Declarant has been obtained for as long as Declarant owns one or more lots, and a properly executed instrument certifying the above actions has been recorded in the Public Records of Brevard County, Florida.
6. Participate in mergers and consolidations with other nonprofit associations organized for

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similar purposes, provided that any such action shall have the approval of the then Owners of three fourths (3/4) of all of the Lots, who must vote in person or by proxy at a meeting duly called for that purpose, and evidenced by a properly executed instrument recorded in the Public Records of Brevard County, Florida;

7. Promulgate and enforce rules, regulations, bylaws, standards, covenants, restrictions and agreements to effectuate all of the purposes for which the Association is organized, including without limitation, contracting for management and other services to the extent that any powers and duties of the Association may be delegated in accordance with the Declaration.

ARTICLE VII

MEMBERSHIP

Every record Owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Change of Membership in the Association shall be established by recording in the Public Records of Brevard County, a deed or other instrument establishing record title to a Lot at Harbor Beach Club. Upon such recording, the title holder designated by such instrument shall become a Member, and the Membership of the prior title holder shall be deemed terminated as of the date of execution of such instrument.

No action taken by a vote of the Membership of the Association shall be binding upon the Association if taken in the absence of a quorum. Unless and except as otherwise provided for in the Declaration for certain actions, the Board may determine the number of Members which will constitute a quorum, which shall in no event be less than the Members or the proxies therefor entitled to cast one half (1/2) of the total votes of the Association.

ARTICLE VIII

VOTING RIGHTS

Members shall be entitled to one (1) vote for each Lot owned by such Member. When one or more person or entity is an Owner of any Lot, all such persons and entities shall be Members. The vote for such Lot shall be exercised only by a majority in interest of such Members, and in no event shall more than one vote be cast with respect to any Lot. In the event that co-owners of any Lot are unable to concur in their decision to cast a vote for a lot, they shall lose their right to cast such vote in that instance, but their presence shall be counted towards the determination of a quorum. Further the Lot's vote shall be suspended in the event that more than one (1) Person seeks to exercise it.

ARTICLE X

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, which shall consist of a minimum of Three (3) Directors, who, except for those Directors appointed by Declarant, must be Members

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of the Association.

The initial Board of Directors shall consist of the following persons:

NAME	ADDRESS
1. Victor Lombardi	622 Beachland Blvd, Suite 203, Vero Beach, Florida 32963
2. Andrea Lombardi	622 Beachland Blvd, Suite 203, Vero Beach, Florida 32963
3. Kisti Heilman	614 SE Central Parkway, Stuart, FL 34994

At the Turnover Date, not less than two (2) members of the Board elected on the Turnover Date shall serve for initial terms of one (1) year and the remaining member of the Board shall serve for an initial term of two (2) years. After the Turnover Date, at each annual meeting, Directors shall be elected to take the Board positions of the Members of the Board whose terms have expired.

Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws, provided that any Director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint such Director.

No action taken by a vote of the Board shall be binding upon the Board or the Association if taken in the absence of a quorum of the Board. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business.

All of the rights, powers and responsibilities of the Association existing under the Declaration shall be exercised exclusively by the Board, its elected officers, agents, contractors and designees.

ARTICLE XI

OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time create by resolution, all of which shall be elected by and serve at the pleasure of the Board under conditions set forth in the Bylaws. The names and addresses of the persons who shall act as the officers of the Association until the election of their successors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Victor Lombardi	President	622 Beachland Blvd, Suite 203, Vero Beach, Florida 32963
Andrea Lombardi	Treasurer	622 Beachland Blvd, Suite 203, Vero Beach, Florida 32963

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Kisti Heilman

Secretary

614 SE Central Parkway, Stuart, FL 34994

The Board shall elect the President, Vice President, Secretary, and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine to be appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the Members Annual Meeting, provided, however, such officers may be removed by the Board and other officers elected by the Board in the manner provided in the By-Laws. The President shall be a Director of the Association but no other officer need be a Director. The same person may hold two (2) offices, however, the same person may not be both the President and Vice President, and the same person may not be both the President and the Secretary.

ARTICLE XII

INDEMNIFICATION

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director, every Officer, and every person who is duly appointed by the Association to act as its representative, their heirs, personal representatives, family members, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which said person may be made a party by reason of being or having acted in such a capacity, including reasonable fees for counsel, except in such cases where such person is finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct, and provided that in the event of any claim for such indemnification hereunder which is based upon a settlement, by such party seeking such indemnification, or their legal representatives, the settlement shall apply only if the Board approves such indemnification as being in the best interests of the Association. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such person may be entitled, by law or otherwise.

ARTICLE XIII

TRANSACTIONS INVOLVING DIRECTORS OR OFFICERS

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one(1) or more of its officers or directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the contract or transaction.

ARTICLE XIV

DISSOLUTION

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The Association may be dissolved by the approval of the then Owners of Sixty Seven percent (67 %) of all of the Lots, who must vote in person or by proxy at a meeting duly called for that purpose, and evidenced by a properly executed instrument recorded in the Public Records of Brevard County, Florida. Upon the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or agencies to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XV

DURATION

This Association shall exist in perpetuity.

ARTICLE XVI

AMENDMENTS

Notwithstanding the foregoing provisions of these Articles, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefor by such Mortgagee. No amendment shall be made which is in conflict with applicable governmental laws and regulations, or which is in conflict with the Declaration unless a corresponding amendment to the Declaration is also adopted. Prior to the closing of the sale of all of the Lots within the Property by Declarant, no amendment shall make any changes which would in any way change or diminish any of the rights, privileges, powers or options herein provided for Declarant, unless Declarant joins in the execution of such amendment, including without limitation, any right of Declarant to appoint Directors to the Board.

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Amendments may be proposed by a resolution passed by a majority of the entire Board, setting forth the proposed amendment and directing that it be submitted to a vote at a special or annual meeting of the association; or, by a petition signed by twenty-five percent (25%) of the Members and delivered to the Secretary of the Association. Such proposed amendment shall be transmitted to the President of the Association or other Officer acting in the absence of the President, who shall thereupon call a special meeting of the Membership unless the amendment is to be considered at an annual meeting.
2. Written notice of the meeting, setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, in accordance with procedures set forth in the Bylaws. Any number of amendments may be submitted to the Members and voted upon at any one meeting.

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3. In order for an amendment to be adopted, the same must be approved by the then Owners of seventy five percent (75%) of all of the Lots, who must vote in person or by proxy at a meeting duly called for that purpose. In the event that a proposed amendment fails to receive said vote, then such proposal shall become null and void. However, an amendment may be resubmitted any number of times by the same method, except that it may be voted upon by the membership only one time in any twelve (12) month period. No provision hereof requiring a certain percentage vote may be amended by a smaller percentage vote.

4. In the event that the then Owners of seventy five percent (75%) of all of the Lots sign a statement manifesting their intention that an amendment to these Articles be adopted, then such amendment shall thereby be adopted as though paragraphs 1, 2 and 3 of this Article XVI have been satisfied.

5. Upon the approval of an amendment to these Articles, the Articles of Amendment shall be executed and delivered to the Department of State of the State of Florida, and a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida.

6. During any period of time that Declarant is exercising its Right to Administer, only the Declarant shall be authorized to amend these Articles.

ARTICLE XVII

BYLAWS

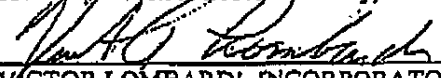
The Bylaws may be amended by a majority of Owners who are voting in person or by proxy at a meeting duly called for such purpose, except that during any period of time that Declarant is exercising its Right to Administer, the Bylaws may only be amended by the Declarant.

ARTICLE XVIII

INCORPORATORS

The names and address of the Incorporator of the Association is: VICTOR LOMBARDI, 622 BEACHLAND BLVD, SUITE 203, VERO BEACH, FLORIDA 32963.

NOW THEREFORE, the undersigned incorporator of this Association, has executed these Articles of Incorporation at Brevard County, Florida, this 19 day of February, 2014.

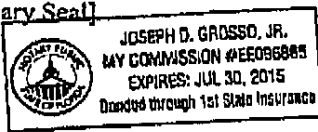

VICTOR LOMBARDI, INCORPORATOR

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 19 day of February, 2014, by VICTOR LOMBARDI who is personally known to me or has produced a _____ as identification.

[Notary Seal]



Notary Public

Printed Name: _____

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of the HARBOR BEACH CLUB HOMEOWNERS ASSOCIATION, INC.

A handwritten signature in cursive script, appearing to read 'Victor A. Lombardi', written over a horizontal line.

Victor A. Lombardi

Registered Agent