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**FLORIDA PROFIT/NON PROFIT CORPORATION
OAK HARBOR CLUB VERO BEACH, INC.**

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ARTICLES OF INCORPORATION
OF
OAK HARBOR CLUB VERO BEACH, INC.

The undersigned, acting as the incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Oak Harbor Club Vero Beach, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 3240 Cardinal Drive, Suite 200, Vero Beach, Florida 32963, and the mailing address of the Corporation is 3240 Cardinal Drive, Suite 200, Vero Beach, Florida 32963.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for pleasure, recreation, and other nonprofitable purposes, within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, acquiring and/or operating a social club for the benefit of its members.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(7).

ARTICLE IV - MEMBERS

The members of the Corporation shall be the persons approved for membership by the Board of Directors in accordance with the Bylaws of the Corporation.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names and

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addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Position</u> |
|------------------|---|-----------------|
| Robert Gallagher | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | Director |
| Robert Hill | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | Director |
| Douglas Marquis | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | Director |

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ARTICLE VI - OFFICERS

The officers of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The names and addresses of the individuals who are to serve as the initial officers of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Position(s)</u> |
|------------------|---|---------------------------------|
| Robert Gallagher | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | President |
| Robert Hill | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | Vice President |
| Bruce Albro | 3240 Cardinal Drive, Suite 200 Vero Beach, Florida 32963 | Vice President and Treasurer |

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 420 S. Orange Avenue, Suite 700, Orlando, Florida 32801. The name of the registered agent of the Company at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

Name

Address

Michael D. Roy

3240 Cardinal Drive, Suite 200
Vero Beach, Florida 32963


ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 24th day of May, 2023.



Michael D. Roy, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DEAN MEAD SERVICES, LLC

By: Dean. Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A., sole Member

By: Jane D. Callahan
Jane D. Callahan, Vice President

Date: May 24, 2023

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