

SUSAN J. CAWTHORNE, PA

Attorney at Law

(407) 221-0303

NA5000000232

December 6, 1994

Division of Corporations
State of Florida
PO Box 6327
Tallahassee, FL 32314

RECEIVED LSH-12-15-94
12/06/94 --01087--005
***\$122.50 ***\$122.50

Re: Circle Bay Yacht Club Property Owners' Association, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation, Acceptance of Appointment as Registered Agent and Office, and our check for the \$122.50 filing fee for the above-captioned not-for-profit corporation.

Would you kindly return the certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation.

Very truly yours,

SUSAN J. CAWTHORNE, PA


Susan J. Cawthorne, Esquire

SJC/skg

Enclosures

c:\aaa\circlebay\126talla.ltr

EFFECTIVE DATE

12/16/95

TALLAHASSEE, FLORIDA

95 JAN 17 PM 3:01

FILED



Effie Suite

1094-26342

1/17/95

1045 East Ocean Boulevard, Suite 5, Stuart, Florida 34996

Licensed to Practice in Florida and New Hampshire



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 9, 1994

SUSAN J. CAWTHORNE, ESQ.
1045 EAST OCEAN BLVD.
SUITE 5
STUART, FL 34996

SUBJECT: CIRCLE BAY YACHT CLUB PROPERTY OWNERS' ASSOCIATION,
INC.
Ref. Number: W94000026342

We have received your document for CIRCLE BAY YACHT CLUB PROPERTY OWNERS' ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 994A00052558

SUSAN J. CAWTHORNE, PA

Attorney and Counselor at Law

(407) 221-0303

January 12, 1995

Ms. Loria Poole, Corporate Specialist
Department of State, Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Circle Bay Yacht Club Property Owners' Association.
Ref. No. W94000026342

Dear Ms. Poole:

Thank you for your letter of December 9, 1994 concerning the above entitled matter. Enclosed please find the corrected Articles of Incorporation for filing. Kindly file same at your earliest possible convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

SUSAN J. CAWTHORNE, PA



Susan J. Cawthorne, Esquire

SJC/bh
cc: client
Enclosure(s)

**ARTICLES OF INCORPORATION
OF
CIRCLE BAY YACHT CLUB PROPERTY OWNERS' ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
55 JUN 17 PM 3:01
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I.
NAME**

EFFECTIVE DATE

1-16-95

The name of the corporation shall be CIRCLE BAY YACHT CLUB PROPERTY OWNERS' ASSOCIATION, INC.

The principal address of the corporation at the time of incorporation is 1950 Palm City Road, #12-203, Stuart, Martin County, Florida 34994.

**ARTICLE II.
DURATION**

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at 12 noon on January 16, 1995.

**ARTICLE III.
PURPOSE**

The purposes of this corporation shall be as follows:

(a) The specific and primary purpose for which this corporation is organized is to provide social and recreational facilities for its members.

(b) The general purposes for which this corporation is organized are: to publish a newsletter for the benefit of all of the residents of the CIRCLE BAY YACHT CLUB, so that all members are aware of the day to day activities of the association as a whole; to erect, construct, purchase, repair, improve, maintain, and operate recreational, sports, and game facilities, buildings, and areas of every kind, including tennis courts and swimming pools, for the benefit of its members, and to promote social interaction among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred upon not for

profit corporations under the laws of the State of Florida, generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

An individual will qualify for membership in the Circle Bay Yacht Club Property Owners' Association, Inc., provided that s/he:

1. Is the legal owner of record of a condominium unit located in Circle Bay Yacht Club, 1950 Palm City Road, Stuart, Florida, on the January 1st preceeding the beginning of the current membership year of the organization, or is a spouse of the legal owner of record; and
2. Has paid the current membership fee as set by the Board of Directors; and
3. If a current member, is a member in good standing of the Circle Bay Yacht Club Property Owners' Association, Inc.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 1045 E. Ocean Boulevard, Suite 5, City of Stuart, County of Martin, Florida, 34996, and the name of the corporation's initial registered agent is SUSAN J. CAWTHORNE, Esquire.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following five (5) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
William Cloud	1950 Palm City Road, Unit #12-203, Stuart, FL, 34994
Clifford Crist	1950 Palm City Road, Unit # 2-204, Stuart, FL 34994
Gerald DePerna	1950 Palm City road, Unit #3-205, Stuart, FL, 34994

Joseph Nitti

1950 Palm City Road, Unit #4-305, Stuart, FL
34994

Stanley Isaacs

1950 Palm City Road, Unit #11-306, Stuart, FL
34994

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) *Board of Directors.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of at least five (5) but not more than nine (9) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the

(b) *Election of Directors.* The method of electing directors shall be as set forth in the bylaws.

(c) *Elective Officers.* The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) *Standing Committees.* This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three (3) persons and an admission committee of three (3) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors. The Chairperson of the Board of Directors shall sit as one of the members of each of the two standing committees.

ARTICLE IX. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
William Cloud	1950 Palm City Road, Unit #12-203, Palm City, FL 34994
Joseph Nitti	1950 Palm City Road, Unit #4-305, Palm City, FL 34994

**ARTICLE X.
INCOME FROM PUBLIC EVENTS**

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE XI.
BYLAWS**

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

**ARTICLE XII.
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of a quorum of the voting members of the corporation.

**ARTICLE XIII.
DISTRIBUTION ON DISSOLUTION**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on the 22nd day of November, 1994.

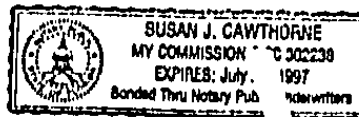
William Cloud
WILLIAM CLOUD

Joseph Nitti
JOSEPH NITTI

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of November, 1997, by William Cloud who is At personally known to me or [] who has produced _____ as identification..

Susan J. Cawthorne
Notary Public, at Large

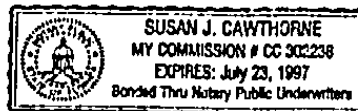


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of November, 1997, by Joseph Nitti who is At personally known to me or [] who has produced _____ as identification..

Susan J. Cawthorne
Notary Public, at Large

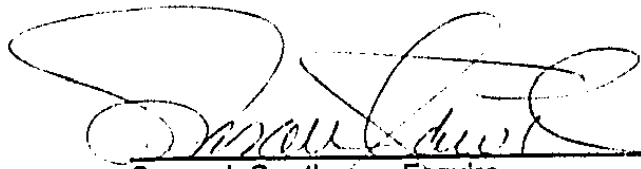
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT AND OFFICE**

Having been named to accept service of process for CIRCLE BAY YACHT CLUB
PROPERTY OWNERS' ASSOCIATION, INC., I do hereby declare my acceptance of the
appointment as registered agent and registered office of this Corporation. I agree to so
serve and to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

Dated: December 5, 1994


Susan J. Cawthorne, Esquire

c:\aaa\crlcbay\regagent.des

FILED
95 JAN 17 PM 3:01
TALLAHASSEE, FLORIDA