

N 98000005261



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 961510 7157745

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 15, 1998

ORDER TIME : 9:50 AM

ORDER NO. : 961510-005

CUSTOMER NO: 7157745

CUSTOMER: Linda R. Mccann, Esq
LINDA R. MCCANN, ESQUIRE

Suite 212
759 South Federal Highway
Stuart, FL 34994

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 1:33

DOMESTIC FILING

NAME: JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.

EFFECTIVE DATE:

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-09/15/98--01046--011
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
98 SEP 15 AM 10:47
DIVISION OF CORPORATIONS

AFFIDAVIT OF OFFICER

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STATE OF FLORIDA
COUNTY OF MARTIN

Before me, the undersigned authority, personally appeared LINDA R. McCANN, who being first duly sworn, deposes and says:

1. That she is the Vice President of Jensen Beach Country Club Association, Inc., a Florida Not-For-Profit Corporation, which was filed with the Secretary of State of the State of Florida on June 14, 1996, under Number 96000003213.

2. That Jensen Beach Country Club Association, Inc. was administratively dissolved by the Secretary of State of the State of Florida on September 26, 1997 for failure to file the Corporation's Annual Report for 1997.

3. That the officers and directors of the dissolved Corporation have elected to form a new Florida not-for-profit corporation with the identical name of the dissolved corporation.

4. That the officers and directors of the new corporation, both present and future, hereby agree that the dissolved corporation, filed under No. 93000003213, will not be reinstated.

Linda R. McCann

Linda R. McCann

Sworn to before me this 14th day of September, 1998 by Linda R. McCann, who is personally known to me or has produced _____ as identification.

{Notary Stamp}



Karen L. Jurewicz

Notary Public

**ARTICLES OF INCORPORATION OF
JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.
(a Corporation Not For Profit)**

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DIVISION OF CORPORATIONS
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In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II
PRINCIPAL ADDRESS AND
REGISTERED AGENT**

A. The principal address of the Corporation is: 759 South Federal Highway, Suite 212, Stuart, Florida 34994.

B. The street address of the registered office of the Association is 759 South Federal Highway, Suite 212, Stuart, Florida 34994 and the name of the registered agent is at that address is Linda R. McCann, Esquire.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the residential lots and common property within that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Jensen Beach Country Club (the "Property") as recorded in the Public records of Martin County, Florida, (hereinafter referred to as

the "Declaration"), and such additions thereto as may be brought within the jurisdiction of the Association, and to promote the interests of the owners of the above described properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose the Association is authorized to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the public records of Martin County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments 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 or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association;

F. Grant to other owners of any portion of the Property non-exclusive easements of

ingress and egress over the common areas for road purposes;

G. Enter into agreements with other non-profit corporations organized for the same purposes or annex additional property to provide for shared improvements, maintenance and repair of common areas and facilities;

H. Have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE IV **MEMBERSHIP**

Every Owner, as defined by the Declaration, shall be a Class "A", Class "B" or Class "C" member of the Association, as further defined by the Declaration.

ARTICLE V **VOTING RIGHTS**

Class "A", "B" and "C" members of the Association shall have Voting Rights, as defined by the Declaration, subject to the rights of Jensen Beach Land Company, Ltd., a Florida Limited Partnership, as further defined by the Declaration.

ARTICLE VI **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased by a majority vote of the Board of Directors.

The first election of directors shall not be held until after Jensen Beach Land Company, Ltd. has closed the sales of all portions of the Property, or until an earlier date as Jensen Beach Land

Company, Ltd. may determine. The Directors named in these Articles shall serve until the first election of Directors.

The names and addresses of the members of the first Board of Directors who shall hold office until a successor is elected and have qualified, or until removed, is as follows:

Santiago Malavasi
1615 Forum Place
Suite 4-E
West Palm Beach, FL 33401

Linda R. McCann, Esquire
759 South Federal Highway
Suite 212
Stuart, FL 34994

Karen M. Barnwell
1615 Forum Place
Suite 4-E
West Palm Beach, FL 33401

ARTICLE VII **DISSOLUTION**

In the event of 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 to be used for purposes similar to those for which this Association was created or such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII **DURATION**

The corporation shall exit perpetually.

ARTICLE IX **AMENDMENTS**

Amendment of these Articles shall require the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors and at least a majority of the Voting Members, or by affirmative vote of at least sixty-five percent (65%) of the Voting Members. Notwithstanding the foregoing, until termination of the Class "B" Control Period, as defined by the Declaration, these Articles may be amended by affirmative vote of two-thirds (2/3) of the members of the Board of

Directors.

ARTICLE X
SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation is:

Linda R. McCann, Esquire, 759 South Federal Highway, Suite 212, Stuart, Florida 34994.

ARTICLE XI
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by a Secretary and Treasurer.

The Board of Directors shall elect the President, Secretary and Treasurer as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Secretary	Treasurer
Santiago Malavasi 1615 Forum Place Suite 4-E West Palm Beach, FL 33401	Linda R. McCann, Esquire 759 South Federal Highway Suite 212 Stuart, FL 34994	Karen M. Barnwell 1615 Forum Place Suite 4-E West Palm Beach, FL 33401

ARTICLE XII
BYLAWS

The Bylaws of the Association may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any Director or Officer of the Association who is made a

party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

A. Against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

B. Against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for

such expenses which such court shall deem proper.

Any indemnification under this Article XIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article XIII. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of the Voting Members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's Directors, officers, employees or agents may be entitled under the Association's Bylaws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this Article XIII shall not include indemnification for any action of a Director, officer or employee of the Association

for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The Association shall have the power, but shall not be obligated to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the Association in any of his capacities as described in this Article, whether or not the Association would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIV
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its officers or directors are 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 of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 14th day of September, 1998.

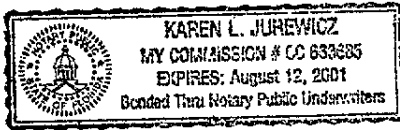
Linda R. McCann
Linda R. McCann, Esquire

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing was acknowledged before me this 14th day of September, 1998, by Linda R. McCann, who is personally known to me or has produced _____ as identification.

{Notary Stamp}



Karen L. Jurewicz
Notary Public

ACCEPTANCE OF REGISTERED AGENT

I hereby accept appointment as Registered Agent of **JENSEN BEACH COUNTRY CLUB ASSOCIATION, INC.**, a Corporation Not For Profit, as provided in Article II, hereof.

Linda R. McCann
Linda R. McCann, Esquire
Registered Agent