



SUNSET HARBOUR YACHT CLUB  
Slip Into South Beach - Slide Into The Lifestyle

# ARTICLES OF INCORPORATION

NO3000004109

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

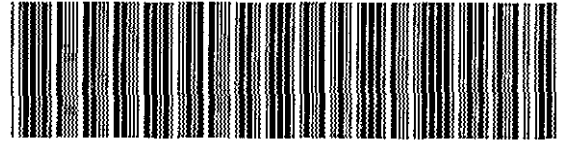
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\* MAY 15 2011



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 094510 7103152

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizute*

ORDER DATE : May 15, 2003

ORDER TIME : 11:16 AM

ORDER NO. : 094510-005

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq  
Goodlette Coleman & Johnson,  
P.a.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: SUNSET HARBOUR YACHT CLUB,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
SUNSET HARBOUR YACHT CLUB, INC.**

**A Not-For-Profit Corporation**

03 MAY 15 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I  
NAME**

The name of the Corporation shall be "Sunset Harbour Yacht Club, Inc." (hereinafter referred to as the "Club"). Its principal office shall be at 1928 Sunset Harbour Drive, Miami Beach, Florida, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II  
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE III  
PURPOSE AND POWERS**

The Club is a not-for-profit corporation organized under the not-for-profit corporation law. The purpose of the corporation is to engage in any lawful action activity for which a corporation may be organized under such laws.

The specific purpose of the Club is to own and operate a private marina, and social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

**ARTICLE IV  
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of the transfer of the management and control of the Club to the members of the Club, as designated in the Bylaws, no part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual and, as such, they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**ARTICLE V  
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE VI  
QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Club.

**ARTICLE VII  
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Bylaws of the Club.

**ARTICLE VIII  
LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

**ARTICLE IX  
BOARD OF DIRECTORS**

The Club shall have three members of the Board of Directors initially. The names and addresses of the initial directors of this Club are:

<u>Name</u>	<u>Address</u>
Richard E. Fonte	6711 N. Ocean Blvd. #6 Ocean Ridge, FL 33435
Daniel Knier	8920 B Thumbwood Circle Boynton Beach, FL 33436
Harold P. Lee	7531 S. Oriole Blvd. #103 Delray Beach, FL 33446
Guenther Moeckesch, PhD	961 Iris Drive Delray Beach, FL 33383

Until the date of the transfer of management and control of the Club to the members of the Club, as designated in the By-Laws, Marine Holdings, LLC (the "Company") or any assignee of the Company will designate the members of the Board of Directors. Thereafter, the

members of the Club will be entitled to elect the members of the Board of Directors as provided in the By-Laws.

**ARTICLE X  
LIMITATION OF DIRECTOR LIABILITY**

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

**ARTICLE XI  
INCORPORATOR**

The name and residence of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard E. Fonte	6711 N. Ocean Blvd. #6 Ocean Ridge, FL 33435

**ARTICLE XII  
INDEMNIFICATION**

To the fullest extent authorized under Florida law, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Club may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

**ARTICLE XIII  
DISSOLUTION**

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity memberships of the Club in proportion to the value of the memberships as last established.

**ARTICLE XIV  
AMENDMENTS**

Prior to the Turnover Date referred to in the Bylaws, these Articles may be altered or amended by the Board of Directors, at any regular or special meeting of the Board of Directors, as long as the amendment or alteration is not materially adverse to the rights of the members. Any amendment which is materially adverse to the rights of equity members must be approved by a majority vote of equity members, in accordance with the Bylaws.

**ARTICLE XV  
TRANSFER OF MEMBERSHIP**


A membership may be transferred only through the Club in accordance with the procedure set forth in the Bylaws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the Bylaws.

**ARTICLE XVI  
INITIAL REGISTERED AGENT FOR SERVICE OF PROCESS**

The registered agent for the Club and the registered office for the Club at that address are the following:

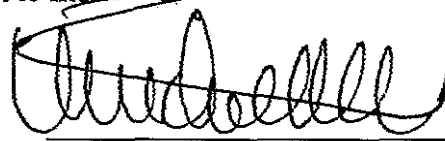
<u>Name</u>	<u>Address</u>
Kenneth R. Johnson	4001 Tamiami Trail North, Suite 300 Naples, FL 34103

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
Kenneth R. Johnson (Seal)

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF COLLIER        )

The foregoing instrument was acknowledged before me on this 14<sup>th</sup> day of May, 2003 by Kenneth R. Johnson who is personally known to me.



Printed Name: **Michele W. Caswell**  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:




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 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

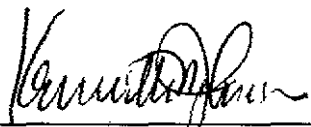
FIRST -- THAT SUNSET HARBOUR YACHT CLUB, INC. DESIRES TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 1928 SUNSET HARBOUR DRIVE, MIAMI, FLORIDA 33139.

SECOND - KENNETH R. JOHNSON, LOCATED AT 4001 TAMiami TRAIL NORTH,  
SUITE 300, NAPLES, FL 34103, IS APPOINTED AS THE CORPORATION'S REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
Kenneth R. Johnson, as Incorporator

DATE May 14, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE   
Kenneth R. Johnson, as Registered Agent

DATE May 14, 2003

03 MAY 15 PM 12:52  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA