

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 23, 2014

GODON PATTON
9300 SE RIVERFRTON TERRACE
TEQUESTA, FL 33469

The Articles of Incorporation for RIVERBEND WATERFRONT ENJOYMENT CLUB, INC. were filed on October 22, 2014 and assigned document number N14000009788. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the filed date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Sylvia Gilbert, Regulatory Specialist II
New Filing Section

Letter Number: 114A00022798

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

RIVERBEND WATERFRONT ENJOYMENT CLUB, INC.

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The Incorporators hereby adopt the following Articles of Incorporation for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes)(the "Act"), as follows:

ARTICLE I

NAME

The name of the Corporation shall be RIVERBEND WATERFRONT ENJOYMENT CLUB, INC. For convenience, the Corporation shall be referred to in this instrument as the "Club" or the "Corporation," these Articles of Incorporation as the "Articles," and the Bylaws of the Club as the "Bylaws."

ARTICLE II

PURPOSE

The purpose for which the Club is organized is to provide an entity pursuant to Chapter 617, Florida Statutes (the "Act") for the support of recreational boating and social activities to its members, and to encourage and facilitate the interaction of its members through various boat events and other activities. In addition, the Club's purpose is for any other lawful purposes as further provided in the Bylaws.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Bylaws of the Club, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

The powers of the Club shall include and be governed by the following:

4.1 General. The Club shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

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4.2 Enumeration. The Club shall have all the powers and duties set forth in the Act (except as to variances in these Articles which are permitted by the Act), and all of the powers and duties reasonably necessary to operate pursuant to these Articles and the Bylaws, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and special assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Club.

C. To maintain, repair, replace, reconstruct, add to, and operate the Club and other property acquired or leased by the Club for use by its members.

D. To purchase insurance upon the property of the Club and insurance for the protection of the Club, its officers, directors, and members, and such other parties as the Club may determine in the best interest of the Club.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Club property and for all other lawful purposes.

F. To enforce by legal means the provisions of the Act, these Articles, the Bylaws, and the rules and regulations for the Club.

G. To employ personnel to perform the services required for proper operation of the Club.

H. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Club.

I. To mitigate damages incurred to the Club property in the event of a casualty.

J. To borrow money, execute promissory notes and other evidences of indebtedness and to give as security therefore security interests in property owned by the Club, subject to any limitations provided in the Bylaws.

4.3 Assets of the Club. All funds and the titles of all properties acquired by the Club and their proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles and the Bylaws.

4.4 No Distribution. The Club shall make no distribution of income to its members, directors or officers.

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4.5 Limitation. The powers of the Club shall be subject to and shall be exercised in accordance with the provisions of the Bylaws.

ARTICLE V

MEMBERS

5.1 Membership. Membership in the Club will be restricted to record owners or tenants within the Riverbend Condominium, as further described in that certain Declaration of Condominium recorded at O.R. Book 367, Page 580 *et seq.*, in the Public Records of Martin County, Florida, as amended from time to time. The types and limitations of membership available in the Club shall be as provided in the Bylaws.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each member shall be as specified in the Bylaws. Votes shall be exercised or cast in the manner provided by the Bylaws.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Club shall have perpetual existence.

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators to the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Patton	9300 SE Riverfront Terrace Tequesta, Florida 33469
John Pinter	9300 SE Riverfront Terrace Tequesta, Florida 33469
Paul McGregor	9300 SE Riverfront Terrace Tequesta, Florida 33469

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ARTICLE VIII

OFFICERS

The affairs of the Club shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Club at its first meeting following the annual meeting of the members of the Club, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE IX

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Club shall be managed by a Board of Directors consisting of not less than five (5) nor more than nine (9) directors. All directors must be members of the Club or the spouse of a member.

9.2 Duties and Powers. All of the duties and powers of the Club existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the members when that is specifically required.

9.3 Election; Removal. Directors of the Club shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Club shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a director, employee, officer or agent of, or a committee member appointed by, the Club, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding; except, that 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 gross negligence or willful misfeasance or malfeasance in the performance of his or her duty to the Club or that such person shall have been found and adjudged to have committed fraud, 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

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such expenses which such court shall deem proper. 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 in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Club; and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, both as to action in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.6 Insurance. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Article.

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ARTICLE XI

AMENDMENTS

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

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the members of the Club. A proposed amendment must be approved by not less than a majority (51%) of the votes of the participating membership of the Club, present and voting, in person or by proxy, at a meeting at which a quorum is established, or by written agreement where at least a quorum of the membership participates.

11.3 Recording. A copy of each amendment shall be filed with and certified by the Department of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Martin County, Florida.

11.4 Bylaws. The initial Bylaws will be adopted by the initial Board of Directors, and thereafter may be amended in accordance with the Bylaws.

ARTICLE XII

ADDRESS

The principal place of business of the Club shall be located at 9300 SE Riverfront Terrace, Tequesta, Florida 33469, but the Club may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIII

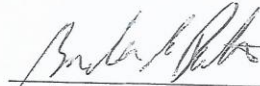
INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT


The registered agent of this Club shall be Jane Cornett, Esq., Becker & Poliakoff, P.A., 401 SE Osceola Street, First Floor, Stuart, Florida 34994.

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IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation, this 15 day of OCTOBER, 2014.


Gordon Patton


John Pinter


Paul McGregor

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

DATED THIS 20 DAY OF October, 2014.


JANE CORNETT, ESQ.
(Registered Agent)

ACTIVE: R18388/338786:5740218_1

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