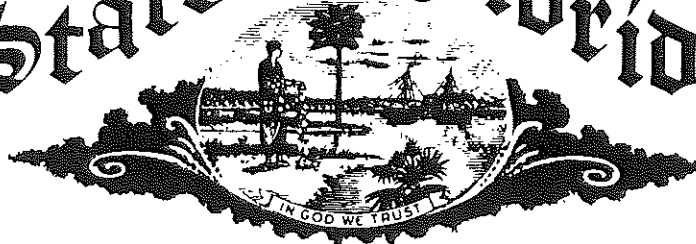


# Marsh Landing Documents

# State of Florida



## Department of State

I certify from the records of this office that MARSH LANDING AT THE RESERVE HOMEOWNERS' ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on February 6, 1992.

The document number of this corporation is N47207.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on January 23, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-sixth day of January, 1998



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

1992 FEB -6 PM 3:20

MARSH LANDING AT THE RESERVE HOMEOWNERS' ASSOCIATION, INC.  
SECRETARY C. E. STITT  
MELANASSEE, FLORIDA

WE, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

MARSH LANDING AT THE RESERVE HOMEOWNERS' ASSOCIATION, INC.

The corporation's mailing address shall be:

7801 Saddlebrook Drive

Port St. Lucie, Florida 34986

ARTICLE II

PURPOSES

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of MARSH LANDING, a subdivision according to the Plat thereof, recorded on November 22, 1991, in the office of the Clerk of the Circuit Court of the County of St. Lucie, State of Florida, in Plat Book 30, Pages 9 and 9A.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (i) total common expenses for which payment has been made or liability incurred within the taxable year; and (ii) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and may be used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner may be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the subdivision.

### ARTICLE III

#### MEMBERS

Each lot within the subdivision (the "Unit") shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for performance of an obligation shall acquire the membership appurtenant to such Unit by virtue of such title ownership. In no event may any membership be severed from the Unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate interest in Units within the Subdivision.

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7801 Saddlebrook Drive, Port St. Lucie, Florida 34986.

The name of the initial registered agent at such office is DAVID A. WARD.

#### ARTICLE V

##### INCORPORATORS

The names and residences of the incorporators of the corporation are as follows:

DAVID A. WARD  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

LOUISE WARD  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

DIANE CAREY  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

ARTICLES VI

DIRECTORS

The number of persons constituting the first Board of Directors shall be three. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

DAVID A. WARD  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

LOUISE WARD  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

DIANE CAREY  
7801 Saddlebrook Drive  
Port St. Lucie, Florida 34986

At the first annual meeting described above, the members shall elect from among the members of the corporation one (1) director for a term of one year each, one (1) director for a term of two years each, and one (1) director for a term of three years each; at each annual meeting thereafter, the members shall elect from among the membership one (1) director for a term of three years each.

ARTICLE VII

OFFICERS

The affairs of the corporation are to be managed by a president and treasurer. Officers will be elected annually in the manner set forth in the bylaws.



The names of the officers who are to serve until the first election of officers are as follows:

President:	DAVID A. WARD
Secretary:	DIANE CAREY
Treasurer:	LOUISE WARD

#### ARTICLE VIII

##### BYLAWS

Bylaws regulating operation of the corporation shall be adopted. The bylaws may be amended by the first Board of Directors until the first annual meeting of the Association. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

#### ARTICLE IX

##### POWERS OF CORPORATION

To promote the health, safety and welfare of the residents of the subdivision, the corporation may:

1. Exercise all of the powers and perform all of the duties of the corporation as set forth in the bylaws, as those documents may from time to time be amended.
2. Determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

3. Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the association of Unit owners under the bylaws other than the power to engage or discharge such agent; the power to adopt, amend and repeal the provisions thereof or the bylaws.

4. Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of ninety percent (90%) of the members.

5. Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes.

#### ARTICLE X

#### DISSOLUTION


This corporation may be dissolved at any time with the written consent of all the members thereto. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any non-profit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.



IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this non-profit corporation under the laws of the State of Florida, executed these Articles of Incorporation, on this 28 day of January, 1992.

  
\_\_\_\_\_  
DAVID A. WARD

  
\_\_\_\_\_  
LOUISE WARD

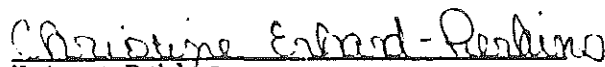
  
\_\_\_\_\_  
DIANE CAREY

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, authorized to take oaths and acknowledgments, personally appeared DAVID A. WARD, LOUISE WARD and DIANE CAREY, who, being first duly sworn, acknowledged to me that they are the persons described in and who executed the foregoing Articles of Incorporation and that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal, this 28 day of January, 1992.

(NOTARY SEAL)

  
\_\_\_\_\_  
Notary Public  
STATE OF FLORIDA AT LARGE  
My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAR. 11, 1993  
ISSUED UNDER GENERAL CH. 100

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I, DAVID A. WARD, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated, this 28 day of January, 1992.

  
\_\_\_\_\_  
DAVID A. WARD