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FLORIDA PROFIT/NON PROFIT CORPORATION
BBRS Condominium Association Inc.

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EXHIBIT "2"
ARTICLES OF INCORPORATION FOR
BBSR CONDOMINIUM
ASSOCIATION, INC.

The undersigned incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be BBSR CONDOMINIUM ASSOCIATION, INC., and its principal office address shall be 13238 Gulf Blvd., Madeira Beach, FL 33708. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provided an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Pinellas County, Florida, and known as BAREFOOT BEACH RESORT SOUTH, a Condominium (the "Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Pinellas County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The Association shall have the following powers and shall be governed by the following:

- (a) To exercise and have all of the common law and statutory powers and duties of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles, the Bylaws of the Association and the Act..

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Condominium of BAREFOOT BEACH RESORT SOUTH, a Condominium, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pinellas, 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;

(c) To 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 but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To 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;

(j) To borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

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(m) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(n) All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws;

(o) The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida not for Profit Corporation Statute; and

(p) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 5

MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more residential Units shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws 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 6

TERM OF EXISTENCE

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The existence of the Association shall be perpetual. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, and then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Name	Address
Kenneth G. Arsenault, Jr.	ARSENAULT LAW OFFICE, P.A. 10225 Ulmerton Rd., Suite 2 Largo, Florida 33771

ARTICLE 8

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Charles Palmer 13238 Gulf Blvd. Madeira Beach, FL 33708
Vice President:	Steve Gianflippe 13238 Gulf Blvd. Madeira Beach, FL 33708
Secretary-Treasurer:	Timothy English 13238 Gulf Blvd. Madeira Beach, FL 33708

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ARTICLE 9**DIRECTORS**

- 9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) nor more than five (5) directors. Directors, other than designees of Developer, must be members of the Association.
- 9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members, may be elected to staggered terms, may be removed and vacancies on the Board filled in the manner provided by the By-Laws.
- 9.4 **Term of Developer's Directors.** Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 9.5 **First Directors.** The initial board shall consist of three (3) Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Name:	Address:
Charles Palmer	13238 Gulf Blvd. Madeira Beach, FL 33708
Steve Gianfilippo	13238 Gulf Blvd. Madeira Beach, FL 33708
Timothy English	13238 Gulf Blvd. Madeira Beach, FL 33708

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ARTICLE 10**INDEMNIFICATION**

- 10.1 **Indemnity.** The Association 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, by reason of

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the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, such or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. 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 or did act in a manner which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

- 10.2 Expenses. To the extent that a director, officer, employee or agent of the Association 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 shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Insurance. The Association 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 Association, or is or was serving, at the request of the Association, 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 Association would have the power to indemnify him against such liability under the provisions of this Article.
- 10.4 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

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ARTICLE 12
AMENDMENTS

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

12.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 **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-third (1/3) of the members of the Association. The approvals must be:

- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board of Directors; or
- (b) by not less than 100% of the entire Board of Directors.

1. A director may submit in writing his or her agreement or disagreement with any action taken at a meeting that the member did not attend. This agreement or disagreement may not be used as a vote for or against the action taken or to create a quorum.

2. A Unit Owner may use a limited proxy for votes taken to amend the Articles of Incorporation or bylaws pursuant to section 718.112(2)(b)(2).

12.3 **Limitation.** No amendment shall make any changes in the qualifications for membership, or in the voting rights or property rights of members, or any changes in Article 4, without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Developer, or an affiliate of Developer, unless Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

12.4 **Developer Amendments.** To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

12.5 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the

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Secretary of State shall be recorded in the public records of Pinellas County, Florida.

ARTICLE 13

INITIAL REGISTERED OFFICE
ADDRESS AND NAME OF REGISTERED AGENT

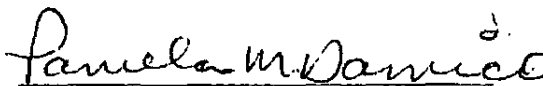
The initial registered office of this corporation shall be at 10225 Ulmerton Road, Suite 2, Largo, Florida 33771 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Kenneth G. Arsenault, Jr.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.


Kenneth G. Arsenault, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of December, 2012, by Kenneth G. Arsenault, Jr., who is personally known to me.


Notary Public - State of Florida
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First - that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Pinellas, State of Florida, the corporation named in the said articles has named Kenneth G. Arsenault, Jr. located at 10225 Ulmerton Rd., Suite 2, Largo, Florida 33771, as its statutory agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


REGISTERED AGENT - KENNETH G. ARSENAULT, JR.
Dated this 18th day of December, 2012.

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