

05/24/2017 14:55 SMITH, STOUT, BIGMAN & BROCK, P.A.

(386) 257-1834

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Tranquility Base Condominium Association, Inc.

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ARTICLES OF INCORPORATION  
OF  
TRANQUILITY BASE CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for profit under the laws of the State of Florida)

The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I  
NAME

The name of the corporation shall be Tranquility Base Condominium Association, Inc. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE II  
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation and management of Tranquility Base, a condominium (the "Condominium"), and to undertake the duties and acts incident to the administration, management and operation of said condominium, in accordance with the terms, provisions and authorizations contained herein and in the Declaration of Condominium of Tranquility Base, a condominium, which is recorded in the public records of Volusia County, Florida, including any amendments thereto.

The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

ARTICLE III  
POWERS

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles, the Declaration of Condominium, the By-laws and the Condominium Act.

2. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (the "Condominium Act"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium, as it may be amended from time to time, and the By-laws including but not limited to the following:

A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium Units and the Common Elements of the Condominium.

B. To make and collect assessments against members of the Association as Unit owners to defray the costs, expenses and losses of the Condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

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C. To maintain, repair, replace and operate the condominium property, including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-laws and the Condominium Act.

D. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members, and to disburse insurance proceeds pursuant to the provisions of the Declaration of Condominium and By-laws, including fidelity bond coverage.

E. To reconstruct improvements on the condominium property after casualty or other loss, and to further improve the property.

F. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, the By-Laws, the rules and regulations and all documents referred to in the Declaration and these Articles.

G. To contract for the maintenance and management of the Condominium and to delegate to such contractors all powers and duties to the Association, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or members of the Association.

H. To acquire and enter into agreements whereby it requires leaseholds, memberships or other possessory or use interests in land or facilities intended to provide for the enjoyment, recreation or other use or benefit of the Members of the Association.

I. To acquire by purchase or otherwise, condominium units of the condominium, subject nevertheless to the provisions of the Declaration of Condominium and By-laws relative thereto.

J. To approve or disapprove the transfer, mortgaging and leasing of Units as may be provided by the Declaration of Condominium and By-Laws.

K. To employ personnel to perform the services required for proper operation of the Condominium.

#### ARTICLE IV MEMBERS

Membership in the Association shall be established by the acquisition of ownership of fee simple title in a unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, subject to the provisions of the Declaration of Condominium, and by the recording among the public records of Volusia County, Florida, of the deed or other instrument establishing such acquisition and designating the condominium unit affected thereby. The owner designated in such deed or other instrument shall thereafter become a member of this Association, and the membership of the prior owner in this Association as to the unit designated shall be terminated. If a unit is owned by one person, his or her right in all matters concerning the members of the Association shall be established by the record title to his unit. If a unit is owned by more than one person, the vote for the unit owned by them shall be as agreed unanimously by all such owners, except that all owners of any such unit may designate one

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person to cast the vote of the unit by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association which certificate shall be valid until revoked by one or more of the owners or superseded by a subsequent certificate signed by all of the record owners, or until a change in the ownership of the unit. If a unit is owned by a corporation, trust, real estate investment trust or other entity, the natural person entitled to cast the vote for the unit shall be the person designated by a certificate of appointment signed by the president or a vice president and attested by the secretary or assistant secretary of the corporation, trust, real estate investment trust or other entity and filed with the secretary of the Association, which certificate shall be valid until revoked or superseded by a subsequent certificate or until a change of the ownership of the unit or the share of a member in the funds or transferred in any manner except as an appurtenance to his unit.

ARTICLE V  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Association shall be located at 385 South Atlantic Ave., Ormond Beach, FL 32176, but the Association 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 Administration.

ARTICLE VI  
DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of not less than three (3) directors. The members of the board of administration must be members of the Association.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. The directors named in these articles shall serve until the next election of Directors.

3. The names and addresses of the members of the Board of Directors who shall hold office until their successors have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca Kinzer	385 South Atlantic Avenue Ormond Beach, FL 32176
Paul Kinzer	385 South Atlantic Avenue Ormond Beach, FL 32176
David Maholias	375 South Atlantic Avenue Ormond Beach, FL 32176

ARTICLE VII  
ADMINISTRATION

The affairs of the Association shall be administered by the officers who shall be

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appointed by and shall serve at the pleasure of the Board of Administration. The Board of Administration shall elect a President, Secretary and Treasurer and as many Vice Presidents as the Board of Administration shall, from time to time, determine. The Officers shall be elected from among the membership of the Board of Administration. A person may hold two offices, the duties of which are not incompatible, provided, however, that the office of the President and Secretary are not to be held by the same person.

#### ARTICLE VIII OFFICERS

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

<u>NAME and TITLE</u>	<u>ADDRESS</u>
Rebecca Kinzer – President	385 South Atlantic Avenue Ormond Beach, FL 32176
Paul Kinzer – Secretary/Treasurer	385 South Atlantic Avenue Ormond Beach, FL 32176
David Maholias – Vice President	375 South Atlantic Avenue Ormond Beach, FL 32176

#### ARTICLE IX. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part, in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE X. FINANCIAL REPORT

Within sixty days following the end of the fiscal or calendar year or annually on such date as if otherwise provided in the By-laws of the Association, the board of administration of the Association shall mail or furnish by personal delivery to each unit owner a complete financial report of actual receipts and expenditures for the previous twelve months. The report shall show the amount of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications including, if applicable, but not limited to the following:

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1. Cost for security;
2. Professional and management fees and expenses;
3. Taxes;
4. Cost for recreation facilities;
5. Expenses for refuse collection and utility services;
6. Expenses for lawn care;
7. Cost for building maintenance and repair;
8. Insurance and bond costs;
9. Administrative and salary expenses, and
10. General reserves, maintenance reserves and depreciation reserves.

ARTICLE XI.  
BY-LAWS

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

ARTICLE XII.  
AMENDMENTS

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

1. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.
2. Proposed amendments shall first be presented to the Board of Directors, and shall have been approved in writing by a majority at such Board of Directors, who shall then certify such amendment for vote of the members of the Association.
3. Such amendment must then be approved by the affirmative of seventy-five (75%) percent of the members.
4. A certificate of amendment executed by the duly authorized officers of the corporation shall then be recorded among the public records of Volusia County, Florida.
5. No amendment may be made to the Articles of Incorporation which shall in any manner amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium.

ARTICLE XIII  
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Jeffrey P. Brock

ADDRESS

444 Seabreeze Blvd., Suite 900  
Daytona Beach, FL 32118

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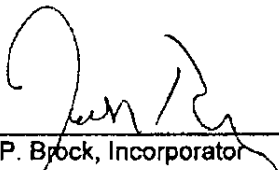
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**ARTICLE XIV**  
**REGISTERED AGENT**

The initial registered office of this Corporation shall be 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, and the initial registered agent of this corporation at such office shall be Seabreeze Corporate Services, LLC, who upon acceptance shall comply with the provisions of Section 617.0501, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

Incorporator submits this document and affirms that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

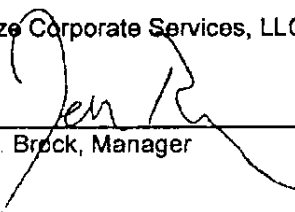
Dated this 24th day of May, 2017.

  
\_\_\_\_\_  
Jeffrey P. Brock, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Seabreeze Corporate Services, LLC

By   
\_\_\_\_\_  
Jeffrey P. Brock, Manager

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