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19 AUG 14 PM 8:01

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VIA FEDERAL EXPRESS

August 13, 2019

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation of Balmy Beach Marketplace Association, Inc.
A Florida Not For Profit Corporation

Gentleperson:

Please find enclosed for filing Articles of Incorporation of Balmy Beach Marketplace Association, Inc., a Florida not for profit corporation. Also enclosed is this firm's check in the amount of \$70.00 to cover the cost of this filing.

Should you require anything further, please contact our office.

Very truly yours,



CAROLYN S. GILL
Legal Assistant

\csg
Enclosures

79 AUG 14 AM 8:5

**ARTICLES OF INCORPORATION OF
BALMY BEACH MARKETPLACE ASSOCIATION, INC.**

The undersigned, being of legal age and natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation pursuant to the applicable provisions of Chapter 617, Florida Not for Profit Corporation Act, for the purpose of creating a not-for-profit corporation under the laws of the State of Florida. These Articles incorporate by reference all defined terms as set forth in the Easements with Covenants and Restrictions Affecting Land recorded in Official Records Book 9004, Page 0391 of the Public Records of Seminole County, Florida ("ECR").

FIRST: The name of this corporation is: "Balmy Beach Marketplace Association, Inc." (hereinafter referred to in these Articles of Incorporation as the "Association").

SECOND: The association shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State. Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein and in the ECR (as hereinafter defined).

THIRD: The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for maintenance and preservation of the land described in the ECR from time to time as a mixed use development (the "Development". In furtherance of these purposes, the Association is empowered to:

3.01 Exercise all powers and privileges and perform all duties and obligations of the Association as set forth in the ECR and any amendments thereto will be recorded among the Public Records of Seminole County, Florida;

3.02 Enforce the provisions of the ECR in the Association's name;

3.03 Fix, levy, collect and enforce payment of, by any means, all charges or assessments pursuant to the terms of the ECR; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

3.04 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;

19 AUG 14 4:14 PM G.C.

3.05 Borrow money, and with the assent by vote of a majority of the votes entitled to be cast by the entire membership, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in or otherwise transfer any or all of the Association's real or personal property as security for money borrowed, debts incurred or any of its other obligations;

3.06 Dedicate, sell or transfer all or any part of the portion of the Development that the Association owns or any other property owned by the Association 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 of dedication or transfer has been signed by members holding a majority of the votes entitled to be cast by the entire membership, such instrument to be executed with the formalities from time to time required for a deed under the laws of the State of Florida.

3.07 Participate in mergers, consolidations with other non-profit corporations organized for the same purposes, provided that such merger or consolidation shall have the assent of the members holding a majority of the votes entitled to be cast by the entire membership;

3.08 With the assent of the members holding a majority of the votes entitled to be cast by the entire membership, from time to time to adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Development or any part thereof consistent with the terms of the ECR and these Articles of Incorporation; and

3.09 To have and exercise any and all the corporate powers, rights and privileges provided under §617.0302, Florida Statutes, or any successor provision of law.

FOURTH: Every person or entity who is a record owner of a fee or undivided fee interest of the Development shall be a member of the Association. The foregoing is not, however, intended to include persons or entities who hold an interest merely as security for the performance of an obligation. An owner of more than one Lot is entitled to one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of any parcel which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a Lot; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an owner who is a contract seller to his vendee in possession.

FIFTH: Unless otherwise provided for in the ECR, the Association shall have only one class of voting membership. Each member shall be entitled to one vote, or a pro rata portion thereof, for each acre or part thereof within the Lot owned by such member. When more than one person or entity holds an ownership interest in a Lot, all of the co-owners of such Lot shall be entitled to the votes allocated to such Lot, to be exercised as they among themselves determine, but in no event shall more than the votes allocated to such Lot be cast with respect to such Lot, nor shall any split vote be permitted with respect to such Lot.

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SIXTH: The initial principal office of the Association shall be located at 610 N. Wymore Road, Suite 200, Maitland, Florida 32751, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

SEVENTH: The registered agent of the Association is Linda Kassof, whose address is c/o Taurus Investment Holdings, LLC, 610 N. Wymore Road, Suite 200, Maitland, Florida 32751.

EIGHTH: The affairs and business of this Association shall be managed by a board of directors initially comprised of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the by-laws of the Association, but at no time shall the by-laws provide for a board of directors to be comprised of less than three (3) persons. Actions taken by the board of directors shall be accomplished by the affirmative vote of a majority of the directors. Directors shall be elected in the manner prescribed in the by-laws of this Association, as in effect from time to time. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided for in the by-laws. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Craig Govan	610 N. Wymore Road, Suite 200 Maitland, Florida 32751
Guenther Reibling	610 N. Wymore Road, Suite 200 Maitland, Florida 32751
Linda G. Kassof	610 N. Wymore Road, Suite 200 Maitland, Florida 32751

NINTH: The affairs of this Association shall be administered by officers duly appointed by the board of directors at its first meeting following their designation as directors and thereafter at the annual meeting. Officers shall serve at the pleasure of the board of directors.

TENTH: The board of directors shall adopt by-laws for this Association to provide for the internal control and government of this Association and the power to amend and repeal the by-laws shall be as specified in the by-laws.

ELEVENTH: The name and address of the original subscriber to these Articles of Incorporation is Richard G. Coker, Jr., 1404 South Andrews Avenue, Fort Lauderdale, FL 33316-1840.

19 AUG 14 2019

TWELFTH: The Association reserves the right to amend or repeal any provision contained in these Articles of Incorporation. Amendment of these Articles of Incorporation shall require the assent by vote of a majority of the votes entitled to be cast by the entire membership. Amendments may be proposed by a majority of the board of directors or by persons or entities⁷ entitled to cast twenty-five (25%) percent of the votes entitled to be cast by the entire membership.

THIRTEENTH: The Association shall, and does hereby, indemnify any person ("Indemnitee") for any and all liability arising from his or her official capacity or from any acts committed or failure to act by him or her in his or her official capacity as an officer or director of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his or her duty to the Association and resulting from judgments, fines or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Association or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his or her tenure as an officer or director of the Association ("Proceedings").

The Association will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, attorney's fees and court costs ("Expenses") as Expenses are incurred by Indemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitee for any liability or expenses for actions which constitute gross negligence or willful misconduct by the Indemnitees, except where such actions are undertaken at the request of the Association. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled, including, without limitation, those conferred under Florida law or the by-laws or any agreement executed by the Association.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on behalf of this Association this 12 day of August, 2019.




Richard G. Coker, Jr.

**CERTIFICATE DESIGNATING PLACE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §617.0501, Florida Statutes, the following is submitted:

First, that Balmy Beach Marketplace Association, Inc., desiring to organize under the laws of the State of Florida, has named Linda Kassof, whose address is 610 N. Wymore Road, Suite 200 Maitland, Florida 32751, as its agent to accept service of process within Florida.

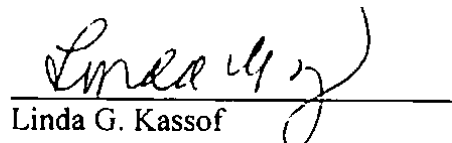
Dated: August 12, 2019


Richard G. Coker, Jr.
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for Balmy Beach Marketplace Association, Inc. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.

Dated: August 12, 2019.


Linda G. Kassof
Registered Agent

19 AUG 14 PM 5:00
WFLA