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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ST. AUGUSTINE MARKETPLACE ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**ST. AUGUSTINE MARKETPLACE ASSOCIATION, INC.**  
**(A Florida not-for-profit corporation)**

**I. NAME AND ADDRESS**

The name of this corporation shall be ST. AUGUSTINE MARKETPLACE ASSOCIATION, INC. (the "**Association**"). The Association's principal and mailing address is 2493 State Road 207 St. Augustine, Florida 32086.

**II. PURPOSES**

The general nature, objects and purposes of the Association are:

(a) To promote the health, safety and welfare of the owners of the property within that area referred to as St. Augustine Marketplace, as defined in the Amended and Restated Declaration of Covenants, Restrictions and Easements for St. Augustine Marketplace (the "**Declaration**") to be recorded in the Public Records of St. Johns County, Florida.

(b) To own, maintain, repair and replace general and/or common areas, parks, sidewalks, access paths, streets, other common areas, structures and other improvements in and/or benefiting owners of St. Augustine Marketplace for which the obligation to maintain and repair has been delegated and accepted and to cooperate with other property owners' associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and other property owners' associations and to contribute to such common maintenance interests whether within or without St. Augustine Marketplace.

(c) To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings of any type, including walls, fences, site paving, grading, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in St. Augustine Marketplace, as well as any alteration, improvement, addition or change thereto.

(d) To provide for private security, fire protection and such other services the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto as to St. Augustine Marketplace.

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, street lights, paving and equipment, both real and personal, related to the health, safety and welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.

(f) To operate without profit for the sole and exclusive benefit of its Members.

(g) To perform all of the functions contemplated of the Association and undertaken by the Board of Directors in the Declaration described above.

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### III. GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, to enter into, make perform or carry out contracts of every kind with any person, firm, corporation or association, to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the law of the State of Florida.

(e) To fix assessment to be levied against the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with condominium associations or other property owners' association for the collection of such assessments.

(f) To charge recipients for services rendered by the Association and the user for use of the Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

(i) To merge with any other association which may perform similar functions located within the same general vicinity of the Property, as defined in the Declaration described above.

(j) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

### IV. MEMBERS

The Members shall consist of Owners of the Property, as such terms are defined in the Declaration for St. Augustine Marketplace.

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All terms as used herein which are defined in the Declaration shall have the same meaning as defined therein.

#### V. VOTING AND ASSESSMENTS

(a) Subject to the restrictions and limitations hereinafter set forth, there shall be one (1) vote attributable to each one thousand (1,000) square feet or fraction thereof of heated and air conditioned space ("HVAC Space") within a Commercial Unit constructed upon a Lot (rounded up to the nearest 1,000 square feet). There shall be one (1) vote attributable to each acre of each Lot upon which a Commercial Unit has not been constructed. When one or more persons holds such interest or interests in any Lot, or when ownership of a Lot and the Commercial Unit located thereon shall be divided, all such persons shall be Members, and the vote(s) for such Lot shall be exercised as they among themselves determine, or as provided by applicable covenants or restrictions, but in no event shall more than one (1) vote be cast with respect to each one thousand (1,000) square feet of HVAC Space within a Commercial Unit (rounded up to the nearest 1,000 square feet) or with respect to each acre. Fractional voting shall be permitted as to Lot(s) without Commercial Units and all such fractions shall be rounded off to the nearest one-tenth (1/10) of an acre. The votes for any Lot cannot be divided for any issue and must be voted as a whole. Notwithstanding the foregoing, so long as the Developer owns at least five (5) acres upon which a Commercial Unit has not been constructed, the Developer shall be entitled to appoint two (2) of the three (3) members of the Board of Directors of the Association.

Except where otherwise required under the provisions of these Articles, the Declaration for St. Augustine Marketplace or by law, the affirmative majority vote of the Owners represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

(b) The Association will obtain funds with which to operate by assessment of its Members owning Lots in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and By-Laws of the Association, as may be amended, relating thereto.

#### VI. BOARD OF DIRECTORS

(a) The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. All Directors shall be members of the Association or authorized representatives of corporations who are Members of the Association and residents of the State of Florida.

Elections of Directors shall be by plurality vote. Directors shall be elected at each annual meeting for two (2)-year terms expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

#### VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any

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two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms, in accordance with the procedure set forth in the By-Laws.

#### VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### IX. BYLAWS

The Board of Directors shall adopt By-Laws consistent with these Articles. Such By-Laws may be amended in the same manner as provided for an amendment to these Articles of Incorporation.

#### X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

#### XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby agrees to defend and indemnify any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall

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not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether the amount for which a Director or officer seeks indemnification was properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether there was reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## XII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

## XIII. DISSOLUTION OF THE ASSOCIATION

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Real Property contributed to the Association without the receipt of other than nominal consideration by or on behalf of an Owner (or its predecessor in interest) shall be returned to the contributor (whether or not the Owner at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

(2) Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

(3) Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying

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such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purpose of the preceding fractions.

(b) The Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the Members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1402, Florida Statutes, or statute of similar import. In the event of incorporation by annexation or otherwise of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

#### XIV. MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the total votes of the membership who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

#### XV. MISCELANEOUS

The use of the masculine gender in these Articles shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

#### XVI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be at 2493 State Road 207, St. Augustine, St. Johns County, Florida 32086 and the name of its initial registered agent at such address is John Alexon.

#### XVII. INCORPORATOR

The name and address of the Incorporator is John Alexon, whose address is 2493 State Road 207, St. Augustine, Florida 32086.

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

  
John Alexon, Incorporator

Dated this 21<sup>st</sup> day of February, 2020.

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IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals  
this 18<sup>th</sup> day of February, 2020.

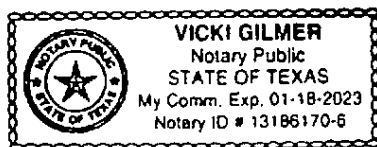
Nancy Menees (Seal)  
Nancy Menees, Vice President/Treasurer,  
Director

Robert Menees (Seal)  
Robert Menees, Secretary, Director

STATE OF Texas  
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 18<sup>th</sup> day of February, 2020, the undersigned authority, personally appeared Nancy Menees, Vice President/Treasurer and Robert Menees, Secretary, of the St. Augustine Marketplace Association, Inc., by means of (check one) ☒ physical presence or ☐ online notarization, who is (check one) ☐ is personally known to me or ☒ has produced a valid driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and official seal at The Woodlands, Texas said County and State the date aforesaid.



Vicki Gilmer  
Notary Public, State of Texas  
My Commission No.: 13186170-6  
My Commission Expires: 01/18/2023

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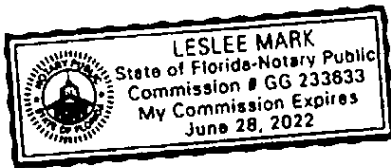
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals  
this 19th day of February, 2020.

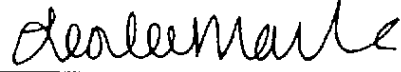
 (Seal)  
John Alexon, President, Director

STATE OF Florida  
COUNTY OF St. Johns

I HEREBY CERTIFY that on this 19 day of February, 2020, the undersigned authority, personally appeared John Alexon, President of the St. Augustine Marketplace Association, Inc., by means of (check one) ☒ physical presence or ☐ online notarization, who is (check one) ☐ is personally known to me or ☒ has produced a valid driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and official seal at \_\_\_\_\_ said County and State the date aforesaid.



  
Notary Public, State of \_\_\_\_\_  
My Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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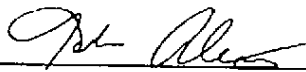
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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

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 St. Johns, State of Florida, the Association named in the said articles has named John Alexon, whose address is 2493 State Road 207, St. Augustine, Florida 32086 as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and 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.

  
\_\_\_\_\_  
John Alexon  
Registered Agent

Dated this 21<sup>st</sup> day of February, 2020.

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