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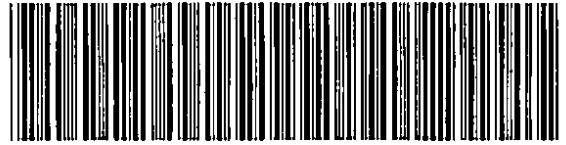
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Admitted in Mississippi
Admitted in Colorado
Admitted in Florida

August 31, 2022

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: FORMATION OF CORPORATION * NOT FOR PROFIT


Dear Ladies and Gentlemen,

Enclosed herewith please find the following items we submit for the formation of a Florida not-for-profit corporation:

1. One 6-page Articles of Incorporation for Memphis Road Industrial Park Condominium Association II, Inc.; and
2. Check from this firm in the amount of \$87.50 **(which includes the fee of \$8.75 for a Certificate of Status and \$8.75 for the Certified Copy).**

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,
THE OZARK LAW FIRM, P.A.


Damian M. Ozark, Esquire

DMO/ks
Enclosures

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ARTICLES OF INCORPORATION
FOR
MEMPHIS ROAD INDUSTRIAL PARK CONDOMINIUM ASSOCIATION II, INC.

GULFCOAST HOLDING GROUP, LLC, a Florida limited liability company being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, states as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be Memphis Road Industrial Park Condominium Association II, Inc., a Florida not-for-profit corporation, hereinafter referred to as the Association. The street address of the initial principal office of the Association, which is also the mailing address of the Association, is 3908 26th Street West, Bradenton, Florida 34205.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111 of the Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a commercial condominium in Manatee County, Florida, known as Memphis Road Industrial Park Condominium II, a Land Condominium, hereinafter referred to as the Condominium. The Declaration of Condominium and any amendments thereto, whereby the Condominium has been or will be created are hereinafter referred to as the Declaration. The developer of the Condominium is Gulfcoast Holding Group, LLC, a Florida limited liability company, hereinafter referred to as Developer.

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The foregoing paragraph enumerates the specific purposes of the Association but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration and Chapter 718 of the Florida Statutes, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association or the Declaration.

ARTICLE IV. LIMITATIONS OF ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered and may confer benefits on its members in conformity with its purposes.

ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE VI. MEMBERS

Every owner of a recorded present ownership interest in a unit in the

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Condominium shall become a member of the Association; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Membership in the Association shall be terminated automatically when the ownership interest in the Condominium unit supporting said membership vests in another person or legal entity.

Prior to the recording of the Declaration in the Public Records of Manatee County, Florida, the incorporator shall constitute the sole member of the Association.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors.

Section 2. This Association shall have four (4) directors initially who are to serve as directors until the first election by the members. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hans Van Der Kolk	1850 14 th Avenue East Palmetto, Florida 34221
Marc H. Feldman	3908 26 th Street West Bradenton, Florida 34205
Damian M. Ozark	1904 Manatee Ave West, Ste. 300 Bradenton, Florida 34205

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Section 3. The number of directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3).

Section 4. The first election of directors shall not be held until unit owners other than Developer are entitled to elect at least one (1) director pursuant to the provisions

of the Condominium Act. Any vacancies in the Board occurring before the first election shall be filled by Developer.

Section 5. Subsequent to the first election of directors, directors entitled to be elected by unit owners other than Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until Developer transfers control of the Association to the non-Developer unit owners, Developer shall be entitled to appoint and remove all directors except those entitled to be elected by the non-Developer unit owners.

SECTION VIII. OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Hans Van Der Kolk
Vice President	Marc H. Feldman
Secretary	Damian M. Ozark
Treasurer	Hans Van Der Kolk

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

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ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as provided in the Florida Statutes, as amended from time to time.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 3908 26th Street West, Bradenton, Florida 34205, and the name of the initial registered agent of this Association located at that address is Marc H. Feldman.

ARTICLE XI. INCORPORATORS

The name and address of the incorporator is Gulfcoast Holding Group, LLC, 3908 26th Street West, Bradenton, Florida 34205.

WHEREFORE, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting the incorporator hereof, has caused these Articles of Incorporation to be executed this 31st day of August 2022.

GULFCOAST HOLDING GROUP, LLC, a
Florida limited liability company



By: Hans Van Der Kolk
its Managing Member

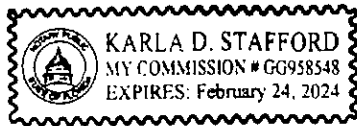
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NOTARY PUBLIC
FLORIDA

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STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged and subscribed before me by means of ✓ physical presence, or _____ online notarization, this 31st day of AUGUST 2022, by Hans Van Der Kolk, on behalf of Gulfcoast Holding Group, LLC, a Florida limited liability company, as its Managing Member, who is _____ personally known to me; _____ produced a driver's license or _____ produced a state identification card.



Karla D. Stafford
Karla D. Stafford

Printed Name of Notary
Notary Public - State of Florida

ACCEPTANCE OF 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.

Marc H. Feldman

Marc H. Feldman
Registered Agent

SEP 20 2022

Date

NOTARY PUBLIC
KARLA D. STAFFORD

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