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FLORIDA PROFIT/NON PROFIT CORPORATION  
Baker B Commercial Condominiums Association, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
BAKER B COMMERCIAL CONDOMINIUMS ASSOCIATION, INC.**

The undersigned incorporator has executed these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

**ARTICLE I**

**Name**

The name of the corporation shall be BAKER B COMMERCIAL CONDOMINIUMS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the Association. The initial principal office and mailing address of the Association is 271 St. George Street, St. Augustine, Florida 32084.

**ARTICLE II**

**Purpose**

(a) The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of Baker B Commercial Condominiums (the "Condominium"), to be created pursuant to the provisions of the Condominium Act and the Declaration of Condominium of Baker B Commercial Condominiums (the "Declaration") when recorded or thereafter amended, in the Public Records of St. Johns County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein.

(b) The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III**

**Powers**

The powers of the Association shall include and be governed by the following provisions.

(a) 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 terms of these Articles, nor in conflict with the provisions of the Condominium Act.

(b) The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration to the extent allowed by the law, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration subject to limitations set forth therein, as it may be amended from time to time, including, but not limited to, the following:

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1. The irrevocable right to make and collect assessments against members as Unit Owners to pay the costs and expenses of the Condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Condominium Property which shall include the irrevocable right of access to each Unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Elements or to another Unit or Units.
4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.
5. To reconstruct improvements after casualty.
6. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association.
7. To impose fines on Unit Owners or their tenants for violations of the Declaration of Condominium, these Articles, the Bylaws of the Association in accordance with the provisions of the Condominium Act.
8. To contract for the maintenance, management or operation of the Condominium Property.
9. To pay taxes and assessments which are liens against any part of the Condominium other than individual Units and to assess the same against the Unit Owners.
10. To pay the cost of all power, water, sewer, trash, garbage and other utilities rendered to the Condominium and not billed to Unit Owners.
11. To borrow funds necessary for the operation of the Association or desirable to meet its long-term objectives.

#### ARTICLE IV

##### Members

- (a) The members of the Association shall consist of all of the record owners of Units in the Condominium, and in the event of a termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.
- (b) Change of membership in the Association shall be established by recording in the Official Public Records of the County, a deed or other instrument establishing a record title to a Unit

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in the Condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(c) 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 his Unit.

(d) The owner of each Unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

## ARTICLE V

### Directors

(a) The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) persons.

(b) Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the Bylaws. Directors may or may not be members of the Association. Directors may be removed or vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(c) The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Alice Baker  
271 St. George Street  
St. Augustine, Florida 32084

Leslie Case  
271 St. George Street  
St. Augustine, Florida 32084

Deborah Baker  
271 St. George Street  
St. Augustine, Florida 32084

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## ARTICLE VI

### Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Alice Baker  
271 St. George Street  
St. Augustine, Florida 32084

Vice President: Leslie Case  
271 St. George Street  
St. Augustine, Florida 32084

Secretary/Treasurer: Deborah Baker  
271 St. George Street  
St. Augustine, Florida 32084

## ARTICLE VII

### Indemnification and Insurance

Every directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he may be a party or 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 or malfeasance in the performance of his duties; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in 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 officers may be entitled.

The Board of Directors shall purchase liability insurance to insure all directors, officers or agents, past and present against all expenses and liabilities set forth above, unless the Board determines that such insurance is not reasonably available. The premiums for such insurance shall be a Common Expense.

## ARTICLE VIII

### Bylaws

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

## ARTICLE IX

### Amendments

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. These Articles may be amended by the majority vote of the Board of Directors.

(c) In the alternative, an amendment may be made by an agreement signed and acknowledged by all of the record owners of Units in the manner required for the execution of a deed.

(d) No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article V, Section c hereof, without approval in writing by all members.

(e) No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

(f) A copy of each amendment shall be certified by the Secretary of State, of the State of Florida, and be recorded in the Official Public Records of the County.

## ARTICLE X

### Term

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, of the State of Florida. The term of the Association shall be perpetual.

## ARTICLE XI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Amy Kelley, Esquire, Kelley & Kelley, P.L.L., 43 Cincinnati Avenue, St. Augustine, Florida 32084, and the name of the initial registered agent of the corporation at that address is Amy Kelley, Esquire.

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ARTICLE XIIIncorporator

The name and addresses of the incorporator to these Articles of Incorporation is as follows:

Bert C. Simon, Esq.  
Gartner, Brock and Simon, LLP  
1300 Riverplace Blvd, Suite #525  
Jacksonville, FL 32207

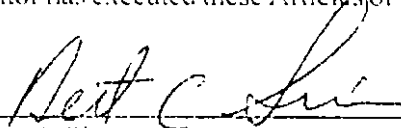
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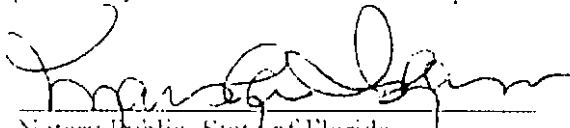
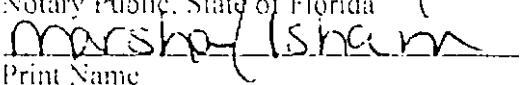
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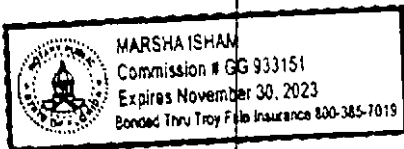
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 22nd day of December, 2022.

  
Bert C. Simon

STATE OF FLORIDA  
COUNTY OF DUVAL

Sworn to before me by means of ☒ physical presence or ☐ online notarization this 22nd day of December, 2022, by Bert C. Simon, who is ☒ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
  
Print Name  
My Commission Expires:



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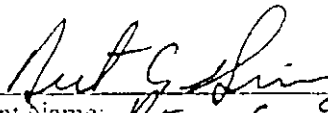
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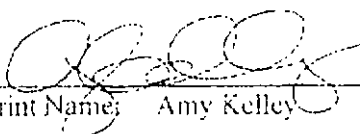
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

BAKER B COMMERCIAL CONDOMINIUMS ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 43 CINCINATTI AVENUE, ST. AUGUSTINE, FLORIDA 32084, HAS NAMED AMY KELLEY, ESQUIRE, LOCATED AT 43 CINCINATTI AVENUE, ST. AUGUSTINE, FLORIDA 32084, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Print Name: ROBERT C. SIMON  
Date: 12/22/22, 2022

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Print Name: Amy Kelley  
Date: December 22, 2022

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