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**ARTICLES OF INCORPORATION OF
BAILEY BY THE SEA CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be Bailey By The Sea Condominium Association, Inc. (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 4767 New Broad Street, Orlando, FL 32814 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Florida Condominium Act (the "Act").

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be located at 605 East Club Circle, Longwood, FL 32779 and the initial registered agent of the Association shall be Borack Law Group, P.A. The Association may change its registered agent or the location of its registered office, or both, from time to time, with amendment of these Articles of Incorporation.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The Association is organized for the purpose of the operation and management of a condominium for the use and benefit of the Owners of the condominium Units of BAILEY BY THE SEA, A CONDOMINIUM, to be located in Volusia County, Florida, as described in the Declaration of Condominium for said condominium; for the operation maintenance and management of the Surface Water or Storm Water Management System for the Property in a manner consistent with the requirements of the Permit issued therefore and applicable rules of the Florida Department of Environmental Protection ("DEP"), and assist in the enforcement of the restrictions and covenants which relate thereto; and for any other purpose permitted under Florida Law. The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

**ARTICLE V
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Volusia County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE VI POWERS

The Association shall have the following powers and shall be governed by the following provisions:

A. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

B. Enumeration. The Association shall have all of the powers granted to the Association in the Act, Chapter 617, Florida Statutes as amended from time to time, the Declaration, the Bylaws and these Articles and all powers reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws and these Articles as they may be amended from time to time.

C. Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency, except in the event of a termination of the Condominium. Notwithstanding the foregoing, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the DEP prior to such termination, dissolution or liquidation.

D. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

E. Water Management System. The Association shall operate, maintain and manage the storm water management system for the Condominium in a manner consistent with the requirements of the DEP Permit(s) and applicable DEP rules, and shall assist in the enforcement of the covenants and restrictions in the Declaration which relate to the surface water management system, and shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system.

ARTICLE VII MEMBERS AND VOTING

A. Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time.

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B. Assignment. 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 the Unit for which that share is held.

C. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised in the manner provided in the Declaration and Bylaws.

D. Meetings. The Bylaws shall provide for an annual meeting of the members and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE VIII TERM OF EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term for which this Association is to exist shall be perpetual.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator of these Articles is David Borack, Esq., 605 East Club Circle, Longwood, FL 32779.

ARTICLE X OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors as provided in the Bylaws are as follows:

President	Natalia Gates	4767 New Broad Street Orlando, FL 32814
Vice President	Kashena Smith	4767 New Broad Street Orlando, FL 32814
Secretary/Treasurer	Gloria Clarke-Tomlinson	4767 New Broad Street Orlando, FL 32814

ARTICLE XI BOARD OF DIRECTORS

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) directors.

B. Duties and Powers. All the duties and powers of the Association shall be exercised exclusively by the Board of Directors, subject only to approval by Unit Owners when such approval is specifically required under the Act, the Declaration or the Bylaws.

C. Election; Removal. Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods prescribed in the Bylaws.

E. First Directors. The names and addresses of the persons who are to serve as Directors on the First Board until their successors are elected and have qualified as provided in the Bylaws are as follows:

Natalia Gates	4767 New Broad Street Orlando, FL 32814
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Kashena Smith	4767 New Broad Street Orlando, FL 32814
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Gloria Clarke-Tomlinson	4767 New Broad Street Orlando, FL 32814
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ARTICLE XII INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon him/her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he/she becomes involved by reason of his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XII shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that he/she is or is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the

indemnification provisions of this Article XII shall not apply. The foregoing right of indemnification provided in this Article XII shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE XIII BYLAWS

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws and the Declaration. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIV AMENDMENTS

Except where otherwise provided by the Declaration, amendments to these Articles shall be proposed by the Board of Directors and adopted as follows: The subject matter of proposed amendments, except for any such amendments approved by the Developer alone, shall be included in the notice of any meeting of the members at which a proposed amendment is to be considered or in connection with documentation for action without a meeting. A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the entire Voting Interests. Notwithstanding the foregoing, prior to turnover of control to the Unit Owners other than the Developer, these Articles may be amended unilaterally by the Developer alone. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Volusia County.

ARTICLE XV MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes, as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Condominium Property, any such merger or consolidation shall require the Developer's prior approval.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Articles of Incorporation were duly adopted by the Developer and all of the Board of Directors, acting by written consent of even date herewith.

PRESIDENT:

By: [Signature] (sign)
Natalia Gates (print)

SECRETARY:

Attest: [Signature] (sign)
Gloria Clarke Tomlinson (print)
Secretary (title)

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XVI of these Articles of Incorporation and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

REGISTERED AGENT:

By: [Signature] (sign)
David E. Boruck (print)
Attorney (title)

Dated: 6-26-2024

The undersigned, being the Developer of the Bailey by the Sea, a Condominium, does hereby consent to and affirm the foregoing Articles of Incorporation.

KKONG 3-7-12-27 LLC- 2344-2376
Ocean Shore Blvd. - Series 1, a Wyoming
Series and Close LLC

By: [Signature] (sign)
Natalia Gates (print)

Developer (title)

Dated: 5/28/2024

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Bailey by the Sea Condominium Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 605 East Club Circle, Longwood, FL 32779 has named and designated Borack Law Group, P.A. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for Bailey by the Sea Condominium Association, Inc., at the place designated in this Certificate, I am familiar with the duties and obligations of a Registered Agent under Florida Law and I hereby agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Registered Agent

Dated this 26 day of June, 2024.

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