

MINUTES OF ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS OF
BAREFOOT BEACH RESORT OF INDIAN SHORES BOAT SLIP ASSOCIATION, INC..

The Organizational Meeting of the initial Board of Directors of the above Corporation was held on _____, 2015 at 10:00 a.m. at 19417 Gulf Blvd., Indian Shores, Florida 33785. The following persons were present at the meeting:

Directors: Steve Gianflippo
 Garrett Francis
 Beverly Smoak
 Denise Reilly
 Bruce Bornick

Waiver of Notice. The Call and Waiver of Notice of this meeting signed by all of the Directors was presented and is filed preceding these Minutes.

Chairman and Secretary. The Board of Directors elected Steve Gianflippo to be Chairman and Beverly Smoak to be Secretary for this meeting.

Certificate of Incorporation. The Certificate of Incorporation for the Corporation, issued by the Florida Secretary of State, was presented to and examined by the Directors and is filed with the minutes of the corporation. It was noted that the Corporation's existence commenced on January 22, 2015.

Bylaws. Bylaws for the Corporation were then proposed and discussed by the Board of Directors. It was noted that the boat slip area as described on the Temporary Use Agreement and will be described subsequently in the Sovereignty Submerged Lands Lease to be issued by the Board of Trustees of the Internal Improvement Trust Fund of the State of Florida to the Barefoot Beach Resort of Indian Shores Condominium Association, Inc., contains 22 boat slips and a fishing pier. In that the fishing pier is for the use and benefit of all members of the Barefoot Beach Resort of Indian Shores Condominium Association, Inc., the cost and expense of the maintenance and repair of the fishing pier shall be that of the Barefoot Beach Resort of Indian Shores Condominium Association, Inc., and the cost and expense of the maintenance and repair of the 22 boat slips shall be apportioned amongst such persons or entities as have the exclusive right of use thereof with the Barefoot Beach Resort of Indian Shores Condominium Association, Inc., having the exclusive right of use of 2 of such boat slips and Barefoot Harbor North, LLC, a Florida limited liability company having the exclusive right of use to the remaining 20 boat slips as of the date of these minutes. After discussion and upon motion duly made and carried, Bylaws were adopted by the Board of Directors and are attached to these minutes.

Seal. The Directors discussed the necessity of a seal for the Corporation. Upon motion duly made and carried, there will be no corporate seal at this time.

Officers. The election of officers of the Corporation was then declared to be in order, and the following persons were duly elected by the Board of Directors to their respective offices:

<u>Office</u>	<u>Name</u>
President	Steve Gianflippo
Vice President	Garrett Francis
Secretary/Treasurer	Beverly Smoak

Bank Accounts. The Board of Directors discussed the necessity of setting up bank accounts in the name of the Corporation. After discussion and upon motion duly made and carried, it was

RESOLVED that the Officers of the Corporation are authorized and directed to establish corporate bank accounts with any bank doing business in Pinellas County and that the President, Vice President and duly appointed management company are authorized to sign checks and withdraw funds on the Corporation's accounts.

Tax Number. The Board of Directors discussed the necessity of applying for an employer tax identification number from the Internal Revenue Service. Upon motion duly made and carried, the Board of Directors authorized and directed the Officers to do so by filing IRS Form SS-4.

Taxable Year. The Board of Directors discussed selection of a year end for tax purposes of the Corporation. Upon motion duly made and carried, the Board of Directors decided that the tax year end would be December of each year.

Promoters' Acts. The Board of Directors reviewed the acts of the promoters and Incorporators of the Corporation as reported by them at this meeting. After discussion and upon motion duly made and carried, the Board of Directors ratified and approved all reported actions of the promoters and Incorporators in organizing and incorporating the Corporation, including without limitation the engagement of attorneys, accountants and other consultants, and directed (that the promoters and Incorporators be reimbursed by the Corporation for any expenses incurred by them for such efforts.

Registered Agent and Office. The Board of Directors reviewed the designation of Registered Agent and Registered Office of the Corporation that was made in the Articles of Incorporation. After discussion and upon motion duly made and carried, the Board of Directors ratified and approved the designation of Registered Agent and Registered Office.

Appointment of Additional Directors. The Board of Directors upon adaptation of the Bylaws appointed Denise Reilly and Bruce Bornick who are owners of a unit and a Director at Barefoot Beach Resort of Indian Shores Condominium Association, Inc.

There being no further business to come before the Organizational Meeting, the meeting was adjourned upon motion duly made and carried.

Steve Gianflippo, Chairman

Beverly Smoak, Secretary

RATIFICATION OF ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS OF
BAREFOOT BEACH RESORT OF INDIAN SHORES BOAT SLIP ASSOCIATION, INC..

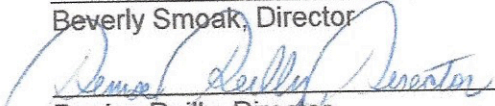
We the undersigned, being all of the initial Directors of the above Corporation, hereby ratify, approve and confirm all that has occurred at the Organizational Meeting of the Board of Directors, the foregoing minutes of which we have read. In signification of such ratification, confirmation and approval we hereby sign our names.

DATED: _____, 2015

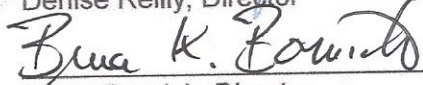
Steve Gianflippo, Director

Garrett Francis, Director

Beverly Smoak, Director



Denise Reilly, Director



Bruce Bornick, Director

CALL AND WAIVER OF NOTICE
OF ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS OF
BAREFOOT BEACH RESORT OF INDIAN SHORES BOAT SLIP ASSOCIATION, INC..

We the undersigned, being all of the initial Directors of the above Corporation, hereby call the first meeting of the Board of Directors of the Corporation to be held at the following place, date and time, and hereby waive notice of the place, date, time and purposes of the meeting and consent that the meeting be held as set forth below for the purpose of transacting any business whatsoever that may be brought before the meeting, including without limitation adoption of bylaws, electing of officers and authorization of issuance of stock.

Meeting Date: _____, 2015
Meeting Time: 10:00 a.m.
Meeting Place: 19417 Gulf Blvd.,
Indian Shores, Florida 33785

Steve Gianflippo, Director

Garrett Francis, Director

Beverly Smoak, Director