

# CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC.

## Minutes of Meeting

Board of Directors, May 31, 2018, 1:30 p.m., Cape Haze Resort Clubhouse

Approved: 15 August 2018

Members Present: Robert A. Morris, Jr., president  
Mark Watkins, vice-president (by telephone)  
Pamela Morris, secretary/treasurer (by telephone)

Others Present: Clark Gillaspie, association manager  
Kevin Edwards, Becker, association attorney (by telephone)

Observers: Pete Travers (by telephone)

### **I. Determination of Quorum**

Gillaspie advised a quorum was present.

### **II. Certification of Notice of Meeting**

Gillaspie gave written certification that the meeting had been noticed properly.

### **III. Call to Order**

The meeting was called to order with Robert Morris acting as chair.

### **IV. Approval of Minutes**

It was moved and seconded to waive the reading of the minutes of the meeting held February 13, 2018, and to approve them as written. The motion carried unanimously.

### **V. Unfinished Business**

None

### **VI. New Business**

#### **A. Appoint New Director**

Robert Baran resigned from the board subsequent to the last meeting of the board. The three condominium associations informed Robert Morris directly that they wished to have Mark Watkins replace Baran. Accordingly, it was moved, by Robert Morris, seconded by Pamela Morris, and unanimously approved to appoint Watkins the third director, the unit owner representative, and the only non-developer member of the board. Watkins assumed the office held by Baran, that of vice-president.

**B. Approval of Contract Terms for Acquisition of the Remaining Building Parcels**

Edwards prepared a two-page resolution regarding the Association's acquisition of the Developer's vacant land within Cape Haze Resort (attached to these minutes as Addendum A). The resolution names Watkins as the "Authorized Representative" and as the one and only person who can, on behalf of the association, and independent of any other person, execute and deliver the contract with the developer and perform any and all acts and deeds needed to carry out the terms and intentions of said contract, including the payment of association funds. Under Edward's guidance, it was moved, by Watkins, and seconded, by Robert Morris, to adopt the resolution. Edwards advised that only Watkins was eligible to vote to adopt the resolution and that Watkins' vote was sufficient to adopt the resolution. Watkins voted in the affirmative and therefore the resolution was adopted. With regard to the purchase contract it was agreed that the deposit due by June 15th would be increased from \$25,000 to \$50,000 making the total earnest money on deposit \$55,000.

**VII. Member Comments**

None

**VIII. Determination of Next Meeting**

Watkins reported that a meeting would be noticed and held to approve a special assessment on unit owners. The notice period would be fourteen days, and the pay date for the special assessment would be no sooner than sixty days following the approval of the special assessment by the board at said meeting.

**IX. Adjournment**

There being no further business, the chairman adjourned the meeting.

Pamela Morris, secretary/treasurer

**ADDENDUM A: COMMUNITY ASSOCIATION BOARD**  
**31 MAY 2018**  
**RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF**  
**CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC.**  
**(a Not-for-Profit Corporation)**

**WHEREAS**, Cape Haze Resort Community Association, Inc. ("Association") is a homeowners association organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Association, through its Board of Directors, desires to enter into an agreement (the "Purchase Agreement") to purchase vacant land from its developer, CHR Properties, LLC ("CHR"). A copy of the Purchase Agreement is annexed hereto; and

**WHEREAS**, the Association's Board of Directors presently consists of two (2) members who are both officers/directors of CHR; and

**WHEREAS**, Section 617.0803 of the Florida not-for-profit corporation Act provides that a board of directors must consist of at least three (3) or more individuals with the number specified or fixes in the articles of incorporation or bylaws; and

**WHEREAS**, Article VI, Section A of the Association's Articles of Incorporation provides that the Board must initially consist of three (3) directors and thereafter may be enlarged by a majority vote of the membership but in no event shall there be less than three (3) or more than nine (9) directors; and

**WHEREAS**, the Board of Directors, as presently constituted, cannot authorize the execution and performance of the Purchase Agreement, inasmuch as all of its members are officers/directors of CHR and would be disqualified in the matter by reason of conflict of interest; and

**WHEREAS**, in order to comply with Florida law, the Board of Directors desires to appoint another director who is not an officer or director of CHR and who, therefore, would have full capacity and authority to act on behalf of the Association in connection with the authorization, execution and performance of the Purchase Agreement.

**NOW THEREFORE, BE IT RESOLVED** that:

1. The Board of Directors appoints Mark E. Watkins as a director at large, to serve until his successor shall be duly elected or appointed.

2. Mark E. Watkins (the "Authorized Representative"), is hereby authorized, acting singly, for and on behalf of Association to (i) execute and deliver such agreements, instruments and other documents, including but not limited to the Purchase Agreement, and to take all actions, execute and deliver, and, where appropriate, cause to be filed for record, on behalf of Association, any and all documents as may be determined by such Authorized Representative to be necessary or proper to consummate the transactions and objectives described in this resolution including, without limitation, the Purchase Agreement and any and all other documents, instruments, certificates and/or agreements required in connection therewith or contemplated thereby,

substantially in the form, and containing substantially the terms, reviewed by this Board, with such changes therein and additions thereto as may be deemed necessary, appropriate or advisable by the Board, the execution thereof by the Authorized Representative to be conclusive evidence of the approval by the Board of Directors of such changes and additions and (ii) cause the Association to perform its obligations under the Purchase Agreement and to take any and all additional actions as may be necessary or desirable to satisfy or perform, in whole or in part, any and all of its obligations thereunder, to consummate the transactions contemplated therein, or otherwise carry out the intent or purposes of these resolutions.

3. Any and all acts and deeds heretofore performed by the Authorized Representative, in his aforementioned capacity on behalf of Association, in connection with the execution and delivery of the Purchase Agreement, or the performance of its obligations thereunder or for the purposes of carrying out the terms and intentions of each of the foregoing resolutions, are hereby ratified, approved and confirmed.

4. The Authorized Representative, in his aforementioned capacity, be, and hereby is, authorized and directed, independently of any other party, to take all further action, execute, deliver and file all additional instruments, certificates, opinions and documents as he (with advice of counsel) may deem appropriate to carry out the foregoing resolutions; and the taking of such action or execution of such instruments shall be deemed conclusive evidence of the determination of the Authorized Representative that such action or execution was appropriate and in the best interests of the Association, to do all additional things, in the name and on behalf of the Association, and pay all such fees, expenses and taxes, as in his judgment may be necessary or advisable to carry out the intent and purposes of the this resolution.

5. Each document, agreement, obligation and other undertaking entered into, and executed by the Authorized Representative, shall be valid, binding and enforceable in accordance with its terms.

6. A copy of this resolution shall be filed with the Secretary.

**THIS RESOLUTION** was considered at a meeting held on the 31 day of May, 2018, at which a quorum of Directors were present. 1 Directors voted in favor of the Resolution and 0 Directors voted against the Resolution.

**CAPE HAZE RESORT COMMUNITY  
ASSOCIATION, INC.**

By: \_\_\_\_\_  
ROBERT MORRIS President