

MINUTES OF MEETING
SPECIAL BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.
Friday, January 16, 2015, 9:30 A.M.
COMMUNITY CENTER

A Special Meeting of the Briny Breezes Inc. Board of Directors was called to order at approximately 10:19 am on January 15, 2015 by Board President Michael Gallacher. The start of the meeting was delayed approximately fifty minutes waiting for the President to arrive from an extended business meeting that began earlier in the day.

The Pledge of Allegiance was recited and a Moment of Silence observed.

Secretary Oglesby called roll and noted that seven Directors (Gallacher, Stewart, Coyner, Long, Brannen, Gross, and Oglesby) were in attendance for the meeting, thus establishing a quorum. Director Elble was absent with notice.

President Gallacher confirmed that Proof of Notice for the meeting was posted on Wednesday, January 14, 2015 at 9:00 am and signed/witnessed by General Manager, Theresa Pussinen.

Approval of Minutes

Secretary Oglesby informed the Board that there were no minutes ready for approval at this meeting.

Reading of Correspondence to the Board

There were no letters to the Board received in advance of the meeting.

Report of Officers – President & Treasurer

No reports of officers were presented at this meeting.

Committee Reports

No Committee reports were presented at this meeting.

Unfinished Business

There was no Unfinished Business.

New Business

1. Board Certification of Director Recall Petition

President Gallacher began the discussion by explaining that the Board is simply following the procedures required by Statute 719 after receiving a petition seeking the recall of a Director. He noted that the Statute requires the Board to certify the petition within 5 days of receiving the document. The President confirmed that the recall petition for Director Elble

was received last Friday (on January 9th, 2015) and needed to be certified by the end of business on Jan 16th to satisfy the five-day requirement.

Then, the President asked Secretary Oglesby to summarize the results of the work done on behalf of the Board to certify the District 3 recall petition. Oglesby explained that he, Director Brannen, and GM Theresa Pussinen worked together to verify the stockholder name, unit number, number of shares and original signature on each of the petition forms received by the Corporation. Oglesby reported that seventy-eight (78) petition forms seeking to recall the Director were certified by the team as valid. He stated that these seventy-eight (78) forms that voted for recall represent 2251 shares of a total 4252 shares outstanding in District 3 and thus exceed the majority of the total number of outstanding District 3 shares.

Oglesby added that there were two additional petition forms that voted for the recall of Director Elble that were not included in the total voting for recall because the signatures on these two forms appeared to be a copy and not an original signature.

Based on these findings, Director Oglesby told the Board that he, Director Brannen and GM Pussinen were able to determine that the recall petition that they reviewed represents a majority of the total shares in District 3 and should be certified by the Board of Directors.

President Gallacher moved that the Board vote to certify the petition requesting the recall of Director Elble by a majority of voting interests in District 3 per Section 719.106 of the Florida Statutes. The motion received a second.

Director Brannen wished to make it clear that her vote would not be interpreted as a vote for the recall of Director Elble, and its only purpose would be to certify the District 3 recall petition. President Gallacher assured the Director that her understanding was correct.

Stockholder Marcia Malchuski (I-23) asked about the Board's interpretation of Statute 719 in terms of which group of Briny Stockholders should be voting for the recall of a Director. Malchuski asked if all of Briny's outstanding shares (15703 shares) should be used to determine if a majority of shares voted to recall Director Elble rather than just the total number of shares in District 3.

Stockholder Don Faron (L-211) responded to Malchuski's question by asserting that the determination of a majority vote for a recall petition of a Director is based on the total number of shares (votes) of the District 3 stockholders that are qualified to vote in the election of District 3 Directors.

The President commented that he agrees that since District 3 elects its own Directors, they are the proper group that has the right to recall Director Elble. He added that this understanding is consistent with advice of counsel and verified in verbal discussions with the DBPR.

The question was called and The Board voted (7-0), by roll call vote, to certify the petition requesting the recall of Director Elble by a majority of voting interests in District 3, pursuant to Section 719.106 of the Florida Statutes.

After the vote, the Directors voting to certify the petition calling for the recall of Director Elble signed the Certification Document. (*Attachment 2*).

Adjournment

The President moved to adjourn the meeting. The motion received a second and was approved unanimously (7-0) by voice vote of the Board of Directors. President Gallacher adjourned the meeting at approximately 10:29 am.

Respectfully submitted,

Tom Oglesby
Secretary, Briny Breezes Inc.
Approval Date: Feb 4, 2014

NOTICE

SPECIAL MEETING

**Briny Breezes Inc. Board of Directors
Friday January 16, 2015 at 9:30 A.M.**

Briny Breezes Community Center

AGENDA

ALL SHAREHOLDER COMMENTS MUST BE LIMITED TO THREE (3) MINUTES

- I. Pledge of Allegiance & moment of silence
- II. Call to order & Roll call
- III. Proof of Notice
- IV. Approval of previous board meeting minutes
- V. Reading of Correspondence to the Board
- VI. Report of Officers
- VII. Committee Reports
- VIII. Unfinished Business
 - a. none

- VIII. New Business
 - 1) Board Certification of director recall petition, District III

- IX. Adjournment

All stockholders are welcome

Theresa Pussinen, General Manager ~ Briny Breezes Inc.

This notice is dated and posted: Wednesday January 14, 2015, at 9a.m.

Attachment 2

Briny Breezes, Inc.



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BRINY BREEZES, FLORIDA 33435
www.brinybreezes.us

On January 13, 2015 individual petitions received from shareholders of District 3 to recall Gail Elbe, Director of District 3 were reviewed. All petitions were examined and checked for owners names, signatures and number of shares by Directors Tom Oglesby, and Susan Brannen and General Manager Theresa Pussinen to the best of their abilities. The individuals below hereby certify that petitions representing more than 51% of the outstanding shares in District 3 voted to recall Director Elble.

Respectfully submitted by:

Tom Oglesby

Tom Oglesby, Director, District 4
Susan J. Brannen

Susan J. Brannen, Director, District 2
Theresa Pussinen

Theresa Pussinen, General Manager

On January 16, 2015 at special meeting of the board to certify the recall petition for District 3 Director, Gail Elble, the following Directors voted to certify the recall petition.

Michael Gallacher, President: _____
Joe Coyner, 1st Vice President: *Joe Coyner*
Paul Stewart, 2nd Vice President: *Paul Stewart*
Tom Oglesby, Secretary: *Tom Oglesby*
Gail Elble, Treasurer: _____
Sally Long, Director: *Sally Long*
Susan Brannen, Director: *Susan Brannen*
Ted Gross, Director: *TG*