

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PALM LAKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on October 28, 1994, as shown by the records of this office.

The document number of this corporation is N94000005356.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of October, 1994



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
PALM LAKE HOMEOWNERS ASSOCIATION, INC.

FILED
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SECRET
TALLAHASSEE

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be PALM LAKE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Palm Lake, recorded or to be recorded in the Public Records of Orange County, Florida, as it may be amended or supplemented from time to time (the "Declaration"), which pertains to the property described in Exhibit "A" attached hereto and incorporated herein by reference.

ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of the Association is located at 425 W. Colonial Drive, Suite 201, Orlando, Florida 32801.

ARTICLE V

REGISTERED OFFICE AND AGENT

PAUL L. CURTIS, whose address is 425 W. Colonial Drive, Suite 201, Orlando, Florida 32801, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE DISTRICT ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Subject Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Subject Property and the Common Property. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To own, hold, control, administer, manage, operate, regulate, care for, maintain, repair, replace, restore, preserve and protect all Common Property, whether real, personal or mixed, including, without limitation, all Common Streets, Retention Area and all sidewalks, signs, landscaping, landscape irrigation systems, street lighting systems, central security systems (including guard gates and guard houses), wall, central cable television systems and all other common improvements, facilities and appurtenances; subject, at all times, however, to the terms and provisions of any document or instrument pursuant to which the Association shall initially acquire title to any Common Property from Developer.

(b) To pay all Common Expenses associated with the ownership, administration, management, operation, regulation, care, maintenance, repair, replacement, restoration, preservation and

protection of the Common Property, including, without limitation, the Common Streets and the Retention Area, the management and administration of the business and affairs of the Association and all other Common Expenses for which provision is made in this Declaration.

(c) To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all Common Expenses or otherwise conduct the business and affairs of the Association, including, without limitation, such funds as may be necessary to own, manage, administer, operate, care for, maintain, improve, repair, replace, restore, preserve and protect the Common Streets and Retention Area and all other Common Property.

(d) To provide and perform such other services and tasks, the responsibility for which has been expressly or impliedly delegated to the Association pursuant to the Declaration or pursuant to that certain Developer Agreement affecting the Subject Property entered into between and among Orange County, the Developer and the Association.

(e) To provide adequate insurance protection on and for the Common Property and, consistent with their respective duties, responsibilities and liabilities, provide adequate insurance protection on and for the Association itself, and on and for its members, officers and directors, as well as for the members of the Architectural Review Board established pursuant to the Declaration.

(f) To advance, promote, enhance and protect the health, safety and general welfare of the members of the Association, and the residents of Palm Lake provided; however, that the Association shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from Federal or state income taxation, if any, shall be forfeited or jeopardized.

(g) To assure compliance with and adherence to and otherwise enforce the provisions of this Declaration.

(h) To make, establish, promulgate and publish, and to enforce such Rules and Regulations for the protection and governing the use of the common Property as the Board of Directors of the Association deems to be in the best interest of the Association and its members.

(i) To engage in any and all other activities permitted to be engaged in by a corporation not-for-profit under the laws of the State of Florida as may be necessary or appropriate for the

achievement of the objects and purposes for which the Association has been created, formed and established.

(j) To borrow money, and as provided in the District Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(k) To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility.

(l) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private.

(m) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

(n) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII

MEMBERSHIP

7.1 Membership.

(a) Except as set forth herein, every Owner shall be a member of the Association. No person or entity who holds record title of a fee or undivided fee interest in any Lot merely as a security for the performance of any obligation shall be a member. A builder who in its normal course of business purchases a Lot for the purpose of constructing a Living Unit thereon, for resale, shall not become a member of the Association so long as such builder does not occupy the Living Unit as a residence. Only those persons who purchase a Lot and improvements thereon after completion of

construction, and the Developer, shall be members. If a builder does occupy the Living Unit, he shall become a member.

(b) For the purpose of this Article, the Developer shall be considered the record Owner of a fee interest in and therefore a member in regards to all unsold Lots and Living Units either developed or contemplated in the Subject Property.

(c) The Developer shall also have the voting rights to all Lots owned by persons or entities not entitled to membership.

7.2 Jurisdiction of Association. The Association and each member thereof must accept as members those owners subject to the jurisdiction of the Association as provided in the Declaration.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Association shall be as set forth in the Declaration and Bylaws, as the same may be amended from time to time.

8.2 Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) members. Thereafter the number of directors on the Board of Directors may be increased to a total of five (5) upon approval of a majority of the members, provided that there shall always be an odd number of directorships created. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
PAUL L. CURTIS	425 W. Colonial Drive, Suite 201 Orlando, Florida 32801
CARYL C. McALPIN	425 W. Colonial Drive, Suite 201 Orlando, Florida 32801
CLINTON A. CURTIS	425 W. Colonial Drive, Suite 201 Orlando, Florida 32801

At the first annual meeting of the members, the members shall elect all directors of the Board of Directors for staggered terms as provided in the Bylaws. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	PAUL L. CURTIS	425 W. Colonial Drive Suite 201 Orlando, Florida 32801
Vice President	CARYL C. McALPIN	425 W. Colonial Drive Suite 201 Orlando, Florida 32801
Secretary	CARYL C. McALPIN	425 W. Colonial Drive Suite 201 Orlando, Florida 32801
Treasurer	CLINTON A. CURTIS	425 W. Colonial Drive Suite 201 Orlando, Florida 32801

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XII

BYLAWS

The 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 XIII

AMENDMENTS

These Articles may be amended only by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members representing a majority of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed

with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Orange County, Florida. Notwithstanding anything to the contrary set forth herein, the Developer may unilaterally amend these Articles at any time to include any provisions which may be required by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Veterans Administration, and the Department of Housing and Urban Development.

No amendment may remove, revoke, or modify any right or privilege of Developer without the written consent of Developer or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any mortgage held by an Institutional Lender or impair the rights granted to mortgagees herein without the prior written consent of such mortgagees.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
PAUL L. CURTIS	425 W. Colonial Drive Suite 201 Orlando, Florida 32801

ARTICLE XV

NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XVI

DISSOLUTION

In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida

Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 26th day of Oct, 1994.

WITNESSES

Jean Bitcheller
(Print Name) JEAN BITCHELLER

Paul L. Curtis
PAUL L. CURTIS

Cindy L. Staten
(Print Name) CINDY L. STATEN

Address: 425 W. Colonial Drive
Suite 201
Orlando, Florida 32801

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on the 26th day of October, 1994, by PAUL L. CURTIS. Said person is known to me and did not take an oath.



OFFICIAL SEAL
CINDY L. STATEN
My Commission Expires
Dec. 25, 1996
Comm. No. CC 245256

Cindy L. Staten
Signature of Person Taking
Acknowledgment

Print Name: CINDY L. STATEN
Title: Notary Public
Serial No. (if any) Comm. No. CC 245256
Commission Expires: 12/25/96

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

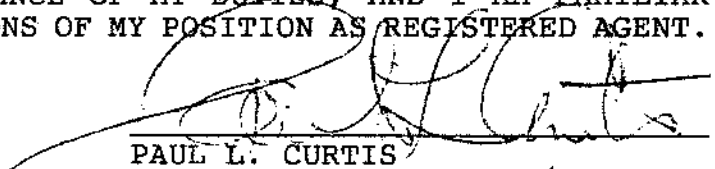
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STATE OF FLORIDA

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

PALM LAKE HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 425 W. Colonial Drive, Suite 201, Orlando, Florida 32801, has named PAUL L. CURTIS located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



PAUL L. CURTIS
Registered Agent

Date: 10 / 26 / 94

EXHIBIT A
TO PALM LAKE HOMEOWNERS ASSOCIATION, INC.
ARTICLES OF INCORPORATION

DISTRICT PROPERTY

All of the property described in and subject to the Plat of PALM LAKE, recorded in Plat Book _____, Page _____, Public Records of Orange County, Florida.

Also described as follows:

Lots 5, 6, 7 & 8, Block "A", "PALM LAKE MANOR", according to the plat thereof, as recorded in Plat Book "T", Page 29, Public Records of Orange County, Florida, being more particularly described as follows:

BEGIN at the northeast corner of said Lot 8, Block "A"; thence run S 00°37'20" E, along the easterly line thereof, 629.46 feet to a point on the north right-of-way line of Palm Lake Drive; thence run S 89°26'38" W, along the north right-of-way line thereof, 1319.90 feet to a point on the west line of said Lot 5, Block "A"; thence run N 00°40'17" W, along the west line thereof, 629.46 feet to a point on the north line of said Block "A", "PALM LAKE MANOR"; thence run N 89°26'38" E, along the north line thereof, 1320.44 feet to the POINT OF BEGINNING.