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TALLAHASSEE FLORIDA

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2011

# WCI COMMUNITIES, INC.

24301 WALDEN CENTER DR.  
BONITA SPRINGS,  
FLORIDA 34134  
TEL (239) 947-2600  
[wci.communities.com](http://wci.communities.com)

January 10, 2003

**Via Courier**

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attention: Incorporations

Re: Old Palm Foundation, Inc.

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, and our check in the amount of \$78.75 for the fees, as follows:

Filing Fees	\$35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>
Total Remitted	\$78.75

Please return the certified copy of the Articles to my attention. If you have any questions about this matter, please call.

Sincerely,



Bonnie Rushing  
Paralegal

/bdr  
Enclosures  
Telephone: 239-498-8605  
E-Mail: [bonnierushing@wci.communities.com](mailto:bonnierushing@wci.communities.com)

**ARTICLES OF INCORPORATION OF  
OLD PALM FOUNDATION, INC.**

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**ARTICLE I**

The name of the corporation is OLD PALM FOUNDATION, INC., sometimes hereinafter referred to as the "Association". THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.

**ARTICLE II**

The initial principal office and mailing address of the corporation shall be at 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

**ARTICLE III**

This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential neighborhood homeowners association which, subject, to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

**ARTICLE IV**

Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and as set forth in the Bylaws of the Association.

**ARTICLE V**

The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the Declaration.

**ARTICLE VI**

The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

**ARTICLE VII**

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal, Vote Required. After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws of the Association, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of 67% of the voting interests of the Association; prior to turnover, by a majority of the Directors alone.

B. Effective Date. An amendment shall become effective upon filing with the Secretary of State of Florida and recording a certified copy in the Public Records of Palm Beach County, Florida.

C. Conflict. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

#### ARTICLE VIII

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws of the Association, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

C. The initial members of the Board of Directors shall be:

Rosa Glave  
Steven Leonhardt  
Norman Keeling

D. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board.

#### ARTICLE IX

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which such person may be a party as a result of being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

(1) Gross negligence or willful misconduct in office by any Director or officer;

(2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe such action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2) above, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

#### ARTICLE X

The name and address of the Incorporator is as follows:

Eleanor W. Taft, Esq.  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

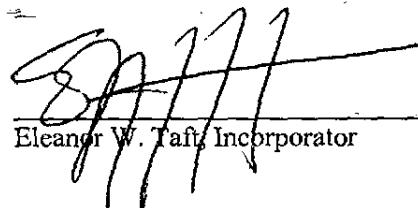
The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

#### ARTICLE XI

The name of the registered agent and place for service of process shall be:

Vivien N. Hastings, Esq.  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 31<sup>st</sup> day of December, 2002.

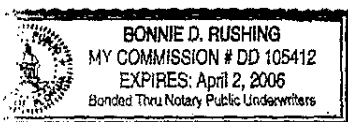
  
\_\_\_\_\_  
Eleanor W. Taft, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of December, 2002, by Eleanor W. Taft, who is personally known to me.

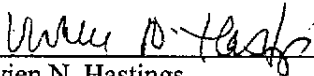
  
\_\_\_\_\_  
Notary Public-State of Florida:

[ SEAL ]



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Vivien N. Hastings

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