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## FLORIDA NON-PROFIT CORPORATION

PALMA VISTA AT PALMA SOLA HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF  
PALMA VISTA AT PALMA SOLA  
HOMEOWNERS' ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be **PALMA VISTA AT PALMA SOLA HOMEOWNERS' ASSOCIATION, INC.**, hereinafter referred to as the Association.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The purpose for which the Association is organized is to provide an entity for the maintenance, management and control of certain property in Manatee County, Florida which is the subject of the Declaration of Covenants and Restrictions for the Palma Vista community which is to be recorded in the Public Records of Manatee County, Florida as the same shall be amended from time to time and supplemented ("the Declaration") For the purposes of these Articles and any Bylaws adopted pursuant thereto, the capitalized terms shall have the meanings set forth in the Declaration.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be 4484 Highland Park, Sarasota, Florida 34235 and mailing address of this Corporation shall be the same

**ARTICLE IV  
POWERS**

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Covenants and Restrictions, or Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to:

- A. To make and collect assessments against the members of the Association to defray

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the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties and to enforce Association assessments.

- B. To protect, maintain, repair, replace and operate the Association property.
- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements of or on the Association property after casualty and to make further improvements of or on the Association property.
- E. To make, amend and enforce reasonable rules and regulations governing the members' responsibilities, including the use and operation of Association property.
- F. To approve or disapprove the transfer of ownership, leasing, and occupancy of the Lots and any improvements constructed thereon, as provided by the Declaration of Covenants and Restrictions for Palma Vista.
- G. To enforce the provisions of the Declaration of Covenants and Restrictions for Palma Vista, these Articles, the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Association and the Association property, to delegate any powers and duties of the Association in connection therewith, except as may be specifically required by the Declaration of Covenants and Restrictions to be exercised by the Board of Directors or by the members of the Association.
- I. To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Association and its property.
- J. To own and convey property of the Association, to enter into agreements or acquire leaseholds, memberships and other possessory, ownership or use interest in lands or facilities contiguous to land owned by the Association, if they are intended to provide enjoyment, recreation or other use or benefit to members of the Association.
- K. To borrow money without limit as to amount if necessary to perform its other functions hereunder on behalf of the Association and its members.

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- L. To operate and maintain property owned by the Association, including, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.
- M. To sue and be sued on behalf of and in defense of the Association, as required.

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

**ARTICLE V  
MEMBERS**

All persons owning a vested present interest in the fee title to any of the Lots within the community known as 'Palma Vista' shall be required to be members of the Association. Membership shall commence automatically upon the closing of the purchase and recordation of the deed evidencing ownership of a Lot. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to any Lot within Palma Vista terminates. In the event a Lot is owned by a legal entity other than a natural person, the officer, Director or other official so designated by such legal entity shall exercise its membership rights in the Association.

After the Association approves a conveyance a Lot, as provided and as defined in the Declaration of Covenants and Restrictions, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

**ARTICLE VI  
VOTING INTERESTS**

Each Lot Owner shall be entitled to one vote at Association meetings. In event of a joint ownership of a Lot, the vote to which that Lot is entitled shall be executed in the manner provided for in the Bylaws.

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**ARTICLE VII  
INCOME DISTRIBUTION**

No part of the income of this Corporation shall be distributed to its members, except as compensation for services rendered.

**ARTICLE VIII  
EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law. However, if the Association is dissolved or ceases to exist, the control or right of access to any property owned by the Association containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation shall be c/o Sheryl A. Edwards, P.A., 1800 Second Street, Suite 720, Sarasota, Florida 34236 and the registered agent shall be Sheryl A. Edwards, Esquire.

**ARTICLE X  
NUMBER OF DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than ten (10) persons, as shall be designated by the Bylaws.

**ARTICLE XI  
FIRST BOARD OF DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors and officers all of whom shall hold office until their successors are duly elected and qualified are as follows:

NAME	OFFICE	ADDRESS
John E. Williams	Director	6123 Stillwater Court

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Bradenton, Florida 34201

Ronald E. Jackson Director

37 Holly Tree Lane  
Vineyard Haven, Massachusetts 02568

Craig Robson Director

6013 99<sup>th</sup> Street  
Bradenton, Florida 34202

**ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Not for Profit Act, Chapter 617. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE XIII  
RIGHTS OF DEVELOPER**

Landview Palma Sola, LLC, a Florida Limited Liability Company, which is the Developer of Palma Vista, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association until it no longer intends to offer for sale to the public any of the land described in "Exhibit A" or until it no longer owns any of the land described in "Exhibit A", whichever first occurs.

The rights of Developer shall extend for a period of time ending upon the earlier of: (i) when neither Developer nor any affiliate of Developer has any further interest of any kind in the Property; or (ii) the determination by Developer in a statement in writing placed of Public Record; (iii) December 31, 2015; or (iv) as provided by applicable law.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in Control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

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**ARTICLE XIV  
BYLAWS**

The first 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 XV  
INCORPORATOR**

The names and street addresses of the incorporator to these Articles of Incorporation are as follows:

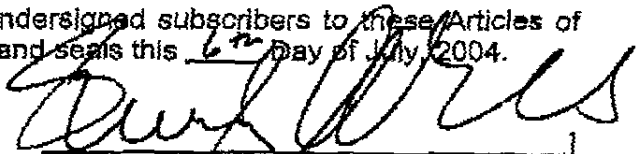
Sheryl A. Edwards, Esquire

1800 Second Street, Suite 720  
Sarasota, Florida 34236

**ARTICLE XVI  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 6<sup>th</sup> Day of July, 2004.

  
\_\_\_\_\_  
Sheryl A. Edwards, Esquire  
Incorporator

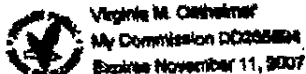
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STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 10<sup>th</sup> Day of July, 2004 by Sheryl A. Edwards, Esquire, who is personally known to me or who has produced her Florida Driver's License as identification.

*Virginia M. Ostheimer*  
Notary Public  
My Commission Expires: Virginia M. Ostheimer



ACCEPTANCE OF REGISTERED AGENT

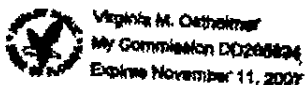
The undersigned hereby accepts the designation as registered agent of the foregoing Corporation.

*Sheryl A. Edwards*  
Sheryl A. Edwards, Esquire

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 10<sup>th</sup> Day of July, 2004 by Sheryl A. Edwards, Esquire, who is personally known to me or who has produced her Florida Driver's License as identification.

*Virginia M. Ostheimer*  
Notary Public  
My Commission Expires: Virginia M. Ostheimer



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### DESCRIPTION

FROM THE SOUTHEAST CORNER OF U.S. LOT 2, SECTION 6, TOWNSHIP 35 SOUTH, RANGE 17 EAST, RUN N 00°06'16" E, ALONG THE EAST LINE OF SAID U.S. LOT 2, A DISTANCE OF 1319.90 FEET; THENCE S 89°35'16" W, A DISTANCE OF 680.36 FEET TO THE POINT OF BEGINNING; THENCE, CONTINUE S 89°35'16" W, A DISTANCE OF 928.76 FEET TO THE EASTERLY RIGHT OF WAY LINE OF PALMA SOLA ROAD (A 50 FOOT RIGHT OF WAY); THENCE, ALONG THE SAID EASTERLY RIGHT OF WAY LINE THREE COURSES, VIZ: N 41°09'03" E, A DISTANCE OF 320.53 FEET; AND N 34°25'22" E A DISTANCE OF 1160.69 FEET; AND N 44°38'52" E, A DISTANCE OF 92.41 FEET; THENCE S 00°08'49" W, A DISTANCE OF 1257.90 FEET TO THE POINT OF BEGINNING, LYING AND BEING IN SECTION 6, TOWNSHIP 35 SOUTH, RANGE 17 EAST, MANATEE COUNTY, FLORIDA.

SUBJECT TO PERTINENT EASEMENTS, RIGHTS OF WAY AND RESTRICTIONS OF RECORD.

CONTAINING 13.15 ACRES, MORE OR LESS.

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