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Palms at Serenoa Homeowners Association, Inc.

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ARTICLES OF INCORPORATION
OF
PALMS AT SERENOA HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

NAME

The name of this corporation shall be **PALMS AT SERENOA HOMEOWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles of Incorporation as the "**Association.**"

ARTICLE I
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation ("**Articles**") with the Florida Department of State Division of Corporation. The Association shall have perpetual existence.

ARTICLE II
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, that certain Declaration of Covenants, Conditions, Easements and Restrictions for Palms at Serenoa ("**Declaration**"), to be recorded in the Public Records of Lake County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given or ascribed to such terms in the Governing Documents. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the Florida Statutes, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents or the Association Act. The Association shall have the power to do any and all lawful things which may be authorized, assigned, required, or permitted to be done by the Governing Documents, including, but not limited to: (i) the ownership and maintenance of all Common Area, including the Surface Water Management System; (ii) the levy and collection of Assessments against Members of the Association, and (iii) 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 as specified in the Governing Documents and/or under the Association Act. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation, if any. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws of the Association).

ARTICLE III
PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Association is located at c/o D. R. Horton, Inc., 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822.

ARTICLE IV
REGISTERED OFFICE AND AGENT

D. R. Horton, Inc., whose address is c/o John Auld, 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V
MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any Rules and Regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VI
VOTING RIGHTS

6.1 A Member's right to vote in Association matters shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations provided in the Governing Documents.

6.2 Unless elsewhere specifically provided to the contrary in the Declaration, these Articles, or the Bylaws, any provision of the Governing Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of, as applicable per the Declaration, the Members or the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of said total voting interests of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the said total voting interests of the Association.

6.3 Except as provided otherwise in the Declaration, these Articles, or the Bylaws, a quorum at meetings shall consist of thirty percent (30%) of, as applicable per the Declaration, the Voting Members or the total voting interests in the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration or the Bylaws, if a quorum is present, the affirmative vote of a majority of said voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the applicable Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. When a specified item of business is required to be voted upon by a particular class of the applicable Members, only a majority of the voting interests of such class of applicable Members shall constitute a quorum for the transaction of such item of business by

that class, unless provided to the contrary in the Governing Documents or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of any Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board, who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

Name	Address
Melissa Dotson	D. R. Horton, Inc. 6200 Lee Vista Boulevard, Suite 400 Orlando, Florida 32822
Ryan Harvey	Forestar (USA) Real Estate Group Inc. 3330 Cumberland Boulevard, Suite 275 Atlanta, Georgia 30339
Bob Freeman	Forestar (USA) Real Estate Group Inc. 3330 Cumberland Boulevard, Suite 275 Atlanta, Georgia 30339

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ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Declaration and the Bylaws. Until Turnover, the Officers shall be appointed by the Declarant and shall serve at the pleasure of the Declarant; provided, however, that if at any time Declarant is not permitted under Florida law to appoint such Officers, then Declarant shall have the right to elect all such Officers. Commencing with the Turnover meeting, the Officers shall be appointed by the Board, and they shall serve at the pleasure of the Board. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

Melissa Dotson/President	D. R. Horton, Inc. 6200 Lee Vista Boulevard, Suite 400 Orlando, Florida 32822

Ryan Harvey/Vice President	Forestar (USA) Real Estate Group Inc. 3330 Cumberland Boulevard, Suite 275 Atlanta, Georgia 30339
Bob Freeman/Secretary & Treasurer	Forestar (USA) Real Estate Group Inc. 3330 Cumberland Boulevard, Suite 275 Atlanta, Georgia 30339

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be changed, amended or modified at any time and from time to time, by the Members as and to the extent provided in, and pursuant to the procedures as set forth in the Declaration.

ARTICLE X
INDEMNIFICATION

10.1 Every Director and every Officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. 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.

10.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by the Governing Documents.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the Governing Documents.

ARTICLE XI
BYLAWS

The initial Bylaws shall be adopted by the Board and may be amended, supplemented, and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented, and modified.

ARTICLE XII
NON-STOCK CORPORATION

The Association is organized on a non-stock 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 XIII
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

Name	Address
Robert M. Poppell	420 South Orange Avenue, Suite 1200 Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has signed these Articles this 21st day of February, 2018.

Robert M. Poppell

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("**Certificate**") in designation of the registered office and registered agent in the State of Florida.

The PALMS AT SERENOA HOMEOWNERS ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 6200 Lee Vista Boulevard, Suite 400, Orlando, Florida 32822, has named D. R. Horton, Inc., located at the above-registered office, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

D. R. HORTON, INC., a Delaware corporation

By: _____

Print Name: Donna L. Pope

Title: Division President

Dated: February 21, 2018.

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