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Jamie B. Greusel
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NA 7000006684

November 10, 1997

State of Florida
Division of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 34314

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-11/18/97--01005--001
****122.50 ****122.50

Re: Palomino Village Homeowners Association, Inc.
File #3815

Gentlemen/Ladies:

Enclosed are two copies of the Articles of Incorporation for the corporation referenced above, two copies of the Order Converting Nature of Corporation, along with a check in the amount of \$122.50 made payable to the Secretary of State.

Kindly file the original in your office and return a certified copy to our office

Sincerely,

Jamie B. Greusel
Jamie B. Greusel, Esq.

JBG/mh
Enclosure

FILED
97 NOV 26 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA 5/9/18

*Russell S. Sharbaugh, Jr.
12/2/97*



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November 24, 1997

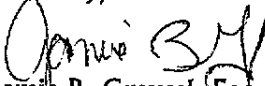
Attn: Dana
Department of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32301

Re: Palomino Village Homeowners Assn. Inc.
File #3815

Dear Dana:

As you requested by telephone, enclosed is an original Articles of Incorporation for the corporation referenced above.

Sincerely,


Jamie B. Greusel, Esq.

JBG/mh
Enclosure

IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL
CIRCUIT IN AND FOR COLLIER COUNTY, FLORIDA

IN RE: PALOMINO VILLAGE
HOMEOWNERS ASSOCIATION,
INC., a Florida corporation)

Case No. 97-3401-CA-01-TB

Refr:
CIVIL

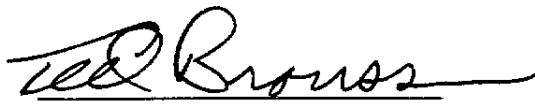
ORDER CONVERTING NATURE OF CORPORATION

This cause came before the Court upon Petitioner's Petition to Convert Nature of Corporation. After reviewing the file and otherwise being advised in the premises, it is hereby

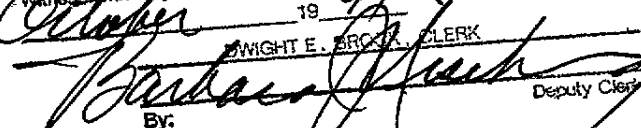
ORDERED AND ADJUDGED:

1. Palomino Village Homeowners Association, Inc., a Florida corporation is hereby converted from a profit corporation to a not for profit corporation.
2. The Articles of Incorporation for Palomino Village Homeowners Association, Inc., a not for profit corporation attached hereto and incorporated herein as Exhibit A are hereby approved and shall be entered as approved.
3. All of the property of Palomino Village Homeowners Association, Inc., a Florida corporation, is hereby transferred to Palomino Village Homeowners Association, Inc., a Florida not for profit corporation subject to all indebtedness and liability of Palomino Village Homeowners Association, Inc. a Florida for profit corporation.

DONE AND ORDERED this 8 day of Oct, 1997 at Naples,
Collier County, Florida.


Judge

I, Dwight E. Brock, Clerk of Courts in and for Collier County, do hereby certify that the above instrument is a true and correct copy of the original which is on file in my office in the courthouse in Naples, Collier County, Florida

Witness under my hand and seal this 31st day of October, 1997
By:  DWIGHT E. BROCK, CLERK
Deputy Clerk

Conformed copy to:
Jamie B. Greusel, Esq.

Palorder/genlit

FILED
COLLIER COUNTY, FLORIDA

FILED IN COMPUTER
A. J. RARD

OCT -9 PM 4:35
CLERK OF COURTS

RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
10/13/97 at 12:19PM DWIGHT E. BROCK, CLERK

2236141 OR: 2354 PG: 2556

RHC FRB

24.00

ARTICLES OF INCORPORATION
FOR
PALOMINO VILLAGE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation, hereafter called "Homeowner's Association" is PALOMINO VILLAGE HOMEOWNERS ASSOCIATION and the corporate office address is 8080 Palomino Drive, Naples, FL 34113, and its mailing address is 1104 North Collier Boulevard, Marco Island, Florida 34145.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Homeowners Association is organized is to provide an entity in accordance with Florida Statutes for the operation of the Palomino Village Homeowners Association, located in Collier County, Florida.

The Homeowners Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Homeowners Association shall be distributed or inure to the private benefit of any member, director or officer of the Homeowners Association. For the accomplishment of its purposes, the Homeowners Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, and as provided in these Articles of Incorporation and its by-laws.

The Homeowners Association shall have the powers and duties reasonably necessary to operate the Association pursuant to these Articles and as they may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the member of the Homeowner's Association in order to defray the costs, expenses and losses of the Association and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To maintain, repair, replace and operate the Homeowners Association property;

C. To purchase insurance on the Homeowners Association property for the protection of the Homeowners Association, its members and their mortgagees.

D. To make, amend, and enforce reasonable rules and regulations governing the use of the commonly owned property;

E. To reconstruct improvements after casualty and to make further improvements of the common property;

F. To enforce the provisions of the Florida Statutes, these Articles of Incorporation, and the by-laws of the Homeowners Association;

G. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Homeowners Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Homeowners Association;

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Homeowners Association;

I. To acquire real and personal property in the name of the Homeowners Association.

All funds and the title to all property acquired by the Homeowners Association shall be held for the benefit of the members in accordance with the provision of these Articles of Incorporation, and the By-laws.

ARTICLE III

TERM: The term of the Homeowners Association shall be perpetual.

ARTICLE IV

BY-LAWS: The by-laws of the Homeowners Association may be amended or rescinded in the manner provided for therein.

ARTICLE V

AMENDMENTS: Except as otherwise provided under Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests any duly called membership meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Homeowners Association and that the notice contains a copy of the proposed Amendment. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE VI

DIRECTORS AND OFFICERS: The affairs of the Homeowners Association shall be administered by a Board of Directors consisting of the number of Directors determined by the by-laws, but in any event no less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. All Directors, shall be elected by the members in the manner detailed in the by-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the manner provided by the by-laws. The officers shall conduct the business of the Homeowners Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting

provided by the by-laws. The officers shall conduct the business of the Homeowner's Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Homeowner's Association and shall serve at the pleasure of the Board.

ARTICLE VI

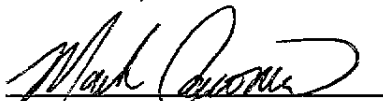
INITIAL DIRECTORS: The initial Directors of the Homeowner's Association and their addresses shall be:

1. Philip R. Stumbo
8062 Palomini Dr.
Naples, FL 34113
2. Mark Canonica
8070 Palomino Dr.
Naples, FL 34113
3. Joseph J. Fanelli Jr.
8003 Palomino Dr.
Naples, FL 34113
4. Doris Seaman
8071 Palomino Dr.
Naples, FL 34113
5. Louis Galante
8050 Palomino Dr.
Naples, FL 34113

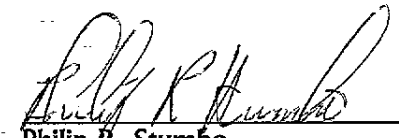
ARTICLE VIII

INDEMNIFICATION: The Homeowner's Association shall indemnify every director and every officer of the Homeowner's Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Homeowner's Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the director or officer, or in any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Homeowner's Association.

WHEREFORE, the incorporates have caused these presents to be signed this 2nd day of September, 1997.



Secretary, Mark Canonica
Attest



Philip R. Stumbo
President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 22 day of Sept, 1997, by Philip R. Stuby, who is personally known to me or who has produced n/A as identification.

Jamie B. Greusel
Notary Public

Print Name _____
My Commission Expires: _____



SEAL
JAMIE B. GREUSEL
My Commission CC561803
Expires Sep. 01, 2000

DESIGNATION OF AGENT TO ACCEPT SERVICE OF PROCESS

PALOMINO VILLAGE HOMEOWNERS ASSOCIATION, hereby designates Jamie B. Greusel, a resident of Collier county, Florida, whose business address is 1104 N. Collier Boulevard, Marco Island, Florida 34145, as registered agent to accept all service of process on its behalf.

Jamie B. Greusel
JAMIE B. GREUSEL

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for PALOMINO VILLAGE HOMEOWNERS ASSOCIATION at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping said office open.

Jamie B. Greusel
JAMIE B. GREUSEL

9/2/97
Date

FILED
97 NOV 26 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA