

TRANSMITTAL LETTER

SUBJECT: Palomino Lakes Property Owners Association,
(Proposed corporate name - must include suffix) INC.

LD-5778



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 3, 2000

LINDA ANN DREIBELBIS
17605 PALOMINO LAKES DR.
DADE CITY, FL 33523-1924

SUBJECT: PALOMINO LAKES PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W00000005778

We have received your document for PALOMINO LAKES PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 400A00011945

ARTICLES OF INCORPORATION

OF

PALOMINO LAKES PROPERTY OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida and of full age, has this day voluntarily formed this association not for profit, and do hereby certify:

ARTICLE I
NAME

The name of the corporation is Palomino Lakes Property Owners Association, Inc.

ARTICLE II
ADDRESS

The principal office of the Association is located at 17605 Palomino Lakes Drive, Dade City, Florida 33523-1924.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the office of the Association is 17605 Palomino Lakes Drive, Dade City, Florida 33523-1924. The initial registered agent of the Association is BRYAN L. DREIBELBIS, and the street address of the registered agent of this Corporation is 17605 Palomino Drive, Dade City, Florida 33523-1924.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Association at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 1 day of May, 2000.

By: 

Registered Agent

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit of its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described in Exhibit "A" attached hereto and made a part hereof by reference, herein called the "Properties", and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purpose of this Association shall include, without limitation of the foregoing, the maintenance of the ROADWAY and LAKE EASEMENT and certain other land within the Properties and carrying out, enforcing, and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Deed Restrictions on PALOMINO LAKES and any amendments or modifications thereof, herein together called the "Declaration". Any amendment to the Articles of Incorporation filed to reflect such additional land shall not require consent or approval of the member of the Association, but shall be executed by the President and Secretary of the Association. The Association is empowered to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Deed Restrictions on Palomino Lakes, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pasco, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the ROADWAY and LAKE EASEMENT to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Board of Directors agreeing to such dedication, sale or transfer;

(f) Grant easements as to the ROADWAY and LAKE EASEMENT to public and private utility companies, including cable T.V., and to public bodies or governmental agencies or other entities or persons, with or without cost or charge, at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and ROADWAY and LAKE EASEMENT, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(h) Annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties and membership of the Association to the real property thereby annexed;

(i) From time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the ROADWAY and LAKE EASEMENT, which rules and

regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) Contract for the maintenance and management of the ROADWAY and LAKE EASEMENT, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) Have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(l) This Association is not a condominium association and is not subject to the Florida Condominium Law (F.S. 718).

(m) Own and convey property;

(n) Operate and maintain common property, if any, specifically 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;

(o) Establish rules and regulations;

(p) Assess members and enforce said assessments;

(q) Sue and be sued;

(r) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;

(s) All property owners of tracts in Palomino Lakes are members;

(t) This Association shall exist in perpetuity. However, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface management system shall be dedicated to a similar non-profit corporation; and

(u) Take any other action necessary for the purposes for which the Association is organized.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record Owner of a fee or undivided fee interest in any tract which is subject to the provisions of the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any tract is owned of record by two (2) or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one (1) such tract shall be entitled to one (1) membership for each tract owned by him. Membership shall be appurtenant to, and may not be separated from, ownership of any tract which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that tract.

ARTICLE VI **VOTING RIGHTS**

The Association shall have one (1) class of voting membership: Class A. All votes shall be cast in the manner provided in the Bylaws. When more than one (1) person or entity holds an interest in any tract, the vote for such tract shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such tract, nor shall any split vote be permitted with respect to such tract. The class of voting memberships and voting rights related thereto is as follows:

(a) Class A. Class A members shall be all owners of tracts subject to assessment. Owners of Class A tracts shall be entitled to one (1) vote for each tract owned.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, who shall be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, and the manner of election is as stated in the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

LINDA DREIBELBIS

17605 Palomino Lakes Drive
Dade City, Florida 33523-1924

JAMES NOVOTNY

17425 Palomino Lakes Drive
Dade City, Florida 33523-6194

LARRY VINSON

17725 Palomino Lakes Drive
Dade City, Florida 33523-1925

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE IX
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 X
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part, or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. 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 XI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the person(s) filing these Articles, it is in intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to void inconsistencies or conflicting results.

ARTICLE XII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the total votes cast at any regular or special meeting of the membership duly called and conveyed.

ARTICLE XIV
SUBSCRIBER

The name(s) and address(es) of the subscriber(s) of these Articles of Incorporation is/are as follows:

NAME

LINDA DREIBELBIS

ADDRESS

17605 Palomino Lakes Drive
Dade City, Florida 33523-1924

ARTICLE XV
INTERPRETATION

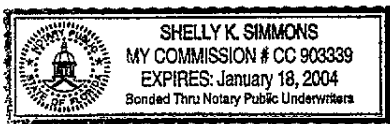
Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors are as follows:

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this 1 day of May, 2000.

Linda Ann Dreikubus
Subscriber

STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned authority, personally appeared this 1st day of May, 2000, Linda Ann Dreikubus, who after being first duly sworn, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein expressed and who is ~~personally known to me~~, or who produced Florida Driver License as identification.



(SEAL)

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
Shelly K. Simmons
Typed/Printed Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

PALOMINO LAKE PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
17605 Palomino Lakes Drive, Dade City, Florida 33523-1924, STATE OF FLORIDA, HAS NAMED
BRYAN L. DREIBELBIS, LOCATED AT 17605 Palomino Lakes Drive, Dade City, Florida 33523-1924,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Subscriber

DATE: May 1, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS
CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 607.325, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT:



DATE: May 1, 2000

FILED
00 MAY 11 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA