

BRASHEAR & ASSOCIATES, P.L.
Counselors At Law

926 N.W. 13th Street
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October 9, 2002

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

No 2000008151

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-10/11/02 -01047-005
*****78.75 *****78.75

RE: 11217 Palmetto, Inc.

Gentlemen:

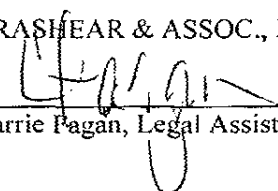
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

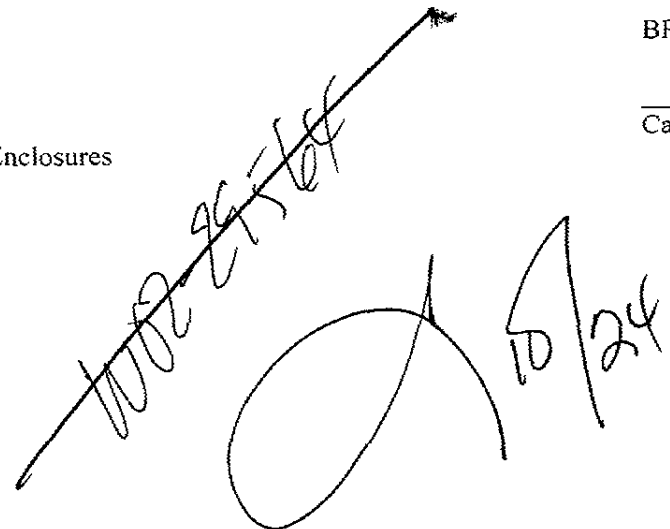
After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.


Carrie Pagan, Legal Assistant

Enclosures



FILED
02 OCT 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BRASHEAR & ASSOCIATES, P.L.

Counselors At Law

926 N.W. 13th Street
Gainesville, FL 32601

TRANSMITTAL MEMORANDUM

DATE: 10/18/02

TO: LORIA POOLE, CORPORATE SPECIALIST

COMPANY: DEPARTMENT OF STATE
NEW FILINGS SECTION

FROM: Carrie Fagan, Legal Assistant

RE:

Pursuant to your letter of October 14, 2002 (copy enclosed), enclosed please find revised Articles of Incorporation for 11217 Palmetto, Inc., a Florida nonprofit corporation. The Articles have been revised to include a third director, pursuant to Florida Statutes. Please return a certified copy of the Articles to this office.

Thank you for your assistance in this matter, and please advise immediately should you require further information.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 14, 2002

BRASHEAR & ASSOCIATES, P.L.
% CARRIE FAGAN
926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140

SUBJECT: 11217 PALMETTO. INC.
Ref. Number: W02000029564

COPY

We have received your document for 11217 PALMETTO. INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 502A00057241

FILED
02 OCT 23 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF
11217 PALMETTO, INC.
A FLORIDA NONPROFIT CORPORATION**

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

**ARTICLE ONE.
NAME**

The name of this corporation is 11217 Palmetto, Inc., hereinafter referred to as the "Association."

**ARTICLE TWO.
PRINCIPAL OFFICE**

The principal office of the Association is located at 11400 Turkey Creek Blvd., Alachua FL 32615, and the mailing address is 11400 Turkey Creek Blvd., Alachua FL 32615.

**ARTICLE THREE.
INITIAL RESIDENT AGENT**

Dickie L. May, whose address is 11400 Turkey Creek Blvd., Alachua FL 32615, is hereby appointed the initial resident agent of this Association.

**ARTICLE FOUR.
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the lots and common elements within that certain tract of property (hereinafter referred to as the "Property") described as follows:

Parcel 1:

Being a portion of the Fernandez Grant, Alachua County, Florida, more particularly described as follows:

Commence at the Northwestern corner of Lot 44 as shown on the Plat of Turkey Creek Unit No. 2, as recorded in Plat Book "J," Page 40 of the Public Records of Alachua County, Florida; thence North 41°00'00" East, along the Easterly right of way line of Palmetto for 58.61 feet; thence South 46°30'50" East for 29.75 feet to the Point of Beginning ; thence continue South 46°30'50" East along the centerline of the common wall between Units A and B for 53.33 feet; thence North 43°29'10" East for 45.17 feet; thence North 46°30'50" West 25.83 feet; thence North 43°29'10" East for 3.00 feet; thence North 46°30'50" West for 4.00 feet; thence South 43°29'10" West for 3.00 feet; thence North 46°30'50" West for 23.50 feet; thence South 43°29'10" West for 45.17 feet to the Point of Beginning, lying and being in Alachua County, Florida.

Parcel 2:

Being a portion of the Fernandez Grant and Lot 44 as shown on the Plat of Turkey Creek, Unit No. 2, as recorded in Plat Book "J," Page 40 of the Public Records of Alachua County, Florida, more particularly described as follows:

Commence at the Northwestern corner of said Lot 44; thence North 41°00'00" along the Easterly right of way line of Palmetto, for 58.61 feet; thence South 46°30'50" East for 29.75 feet to the Point of Beginning; thence continue South 46°30'50" East for 53.33 feet; thence South 43°29'10" West for 45.17 feet; thence North 46°30'50" West for 25.83 feet; thence South 43°29'10" West for 3.00 feet; thence North 46°30'50" West for 4.00 feet; thence North 43°29'10" East for 3.00 feet; thence North 46°30'50" West for 23.50 feet; thence North 43°29'10" East for 45.17 feet to the Point of Beginning, lying and being in Alachua County, Florida.

and to promote the health, safety and welfare of the lots within the Property for this purpose 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 Covenants and Restrictions, hereinafter referred to as the "Declaration," applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Alachua County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated 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, with the assent of two-thirds (2/3) of its members, pledge, mortgage, 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 common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer; or as provided in the Declaration;

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

(g) Maintain, repair, replace, operate and manage the Property and any improvements therein, including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the Property or to purchase additional property and improvements;

(h) To operate and maintain the storm water management system, the storm water drainage facility as exempted or permitted, and to otherwise fulfill the responsibilities of the Association to Alachua County and the State of Florida, as it may relate to the drainage and storm water management and landscaping;

(i) Enter into contracts for management, insurance coverage, maintenance and leasing, and to delegate all of the powers and duties of the Association except those the delegation of which may be required by the Declaration to have the approval of the Board of Directors of membership of the Association;

(j) Enforce the provisions of the proposed Declaration, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, the rules and regulations governing the use of the Property and the improvements thereon as may be hereafter established;

(k) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration; and

(l) Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes regarding corporations not for profit may

now or hereafter have or exercise, together with all other powers reasonably necessary to effectuate the purpose of the Association as set out therein.

ARTICLE FIVE. MEMBERSHIP

Every person or entity who is a record fee simple owner of a home within Palmetto Blvd., Alachua, Florida, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his lot, his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the proposed Declaration, and in the By-Laws which may be hereafter adopted.

ARTICLE SIX. VOTING RIGHTS

Members shall be entitled to one (1) vote for each unit owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any unit.

ARTICLE SEVEN. OFFICERS

The officers of the Association shall be a President, a Secretary-Treasurer and such other officers as may be deemed desirable or necessary by the Board of Directors. The officers of the Association shall be:

President:	Dickie L. May
Secretary-Treasurer:	Dennis B. Thompson, Sr.

The officers shall be elected at each annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE EIGHT. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of not less than two (2) nor more than five (5) directors who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association, but shall never be

less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Dickie L. May
11400 Turkey Creek Blvd.
Alachua FL 32615

Dennis B. Thompson, Sr.
11400 Turkey Creek Blvd.
Alachua FL 32615

Rosemary May
11400 Turkey Creek Blvd.
Alachua FL 32615

At the first annual meeting, the member shall elect directors for a term of one (1) year. Should a vacancy occur prior to that time, the remaining directors may elect a person to fill the vacancy or vacancies for any unexpired term.

ARTICLE NINE. BYLAWS

The Board of Directors of this Association may provide such By-Laws for the conduct of its business in the carrying out of its purpose as they may deem necessary from time to time.

The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of a majority of the members of the Association present at a regular or special meeting of the members, notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE TEN. DURATION

The Association shall exist perpetually.

ARTICLE ELEVEN. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal 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 purposes.

**ARTICLE TWELVE.
AMENDMENTS**

An amendment or amendments to these articles of incorporation may be purposed either by sixty percent (60%) of the entire membership or by the Board of Directors of the Association acting upon a vote of the majority of the directors. To become effective, such amendment or amendments must be approved by an affirmative vote of seventy-five (75%) of the entire membership cast in person or by proxy at a specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed.

**ARTICLE THIRTEEN.
NON-PROFIT STATUS**

No part of the income of the Association shall inure to the benefit of any individual or member, and the Association shall not carry on propaganda, or otherwise act to influence legislation.

**ARTICLE FOURTEEN.
INDEMNITY**

Every director and every other 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 proceedings to which he may be a party or in which he may be involved, by reason of his being or having been a director or officers of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such director or officer may be entitled.

**ARTICLE FIFTEEN.
INDEBTEDNESS**

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting. The highest amount of indebtedness or liability direct or contingent, to which this corporation may be subject at any time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, except that additional amounts may be authorized by an affirmative vote of two-thirds (2/3) of the members.

**ARTICLE SIXTEEN.
NOTICE AND QUORUM**

For those actions which, by the provisions of the preceding Articles, required a vote of the members, there must be a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting.

The presence of members or of proxies entitled to cast fifty percent (50%) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. In the event fifty percent (50%) of the members are not present in person or by proxy, the members not present may give their written assent to the action being taken thereat.

**ARTICLE SEVENTEEN.
SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are as follows:

Dickie L. May
11400 Turkey Creek Blvd.
Alachua FL 32615

Dennis B. Thompson, Sr.
11400 Turkey Creek Blvd.
Alachua FL 32615

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporators of this Association have executed these Articles of Incorporation, this 11 day of September, 2002.

Witnesses:

[Signature]
Danna Murray
[Signature]
Danna Murray

[Signature]
DICKIE L. MAY

[Signature]
DENNIS B. THOMPSON, SR.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11 day of September, 2002, by DICKIE L. MAY and DENNIS B. THOMPSON, SR. who are personally known to me or who produced _____ as identification, and who did (did not) take an oath.

(SEAL)

[Signature]
Notary Public, State at Large
DANNA MURRAY
Printed Name
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance to Chapter 48.091, FLA. STAT., the following is submitted in compliance with said Act:

11217 Palmetto, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 11400 Turkey Creek Blvd., Alachua, FL 32615, has named Dickie L. May, whose address is 11400 Turkey Creek Blvd., Alachua, FL 32615, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for 11217 Palmetto, Inc., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 11 day of September 2002.

Dickie L. May
DICKIE L. MAY
Registered Agent

FILED
02 OCT 23 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA