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Village At Palm Coast Condominium Association, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
VILLAGE AT PALM COAST CONDOMINIUM ASSOCIATION, INC.**

(A Corporation not for profit under
the laws of the State of Florida.)

The undersigned, hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1
NAME**

The name of the corporation shall be VILLAGE AT PALM COAST CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as "the Association."

**ARTICLE 2
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111 of the Condominium Act, which is Chapter 718, Florida Statutes, for the operation and management of Village at Palm Coast, a Residential Condominium (hereafter the "Condominium"), a condominium to be established, located on lands in Flagler County, Florida, owned by Longview Village Development Company, a Kansas corporation, and to undertake the duties and acts incident to administration, management and operation of said condominium.

2.2 The Association shall also operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District (the "District") permit no. 4-035-63175-3 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium for Village at Palm Coast, a Residential Condominium, which relate to the surface water or stormwater management system.

2.3 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

**ARTICLE 3
POWERS**

The Association shall have the following powers:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, By-Laws of the Association and Chapters 607 and 617, Florida Statutes and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium to be recorded (hereinafter the "Declaration"), as it may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of Units, Common Property, and Limited Common Elements in the Condominium, as said terms may be defined in the Declaration.

b. To make and collect assessments against members of the Association as unit owners to defray the costs, expenses and losses of the Condominium, provided that no charge shall be made in violation of the Condominium Act.

c. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

d. To use the proceeds of assessments in the exercise of its powers and duties. The assessments shall also be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements and for maintenance and repair of private roads, landscaping and walls within common areas.

e. To maintain, repair, replace, operate and manage the property comprising the Condominium, including the right to reconstruct improvements after casualty and to make further improvements of the Condominium property.

f. To acquire, own, manage, maintain and repair real and personal property.

g. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners and officers and directors.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the property in the Condominium.

i. To contract for the management of the Condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

j. To employ personnel to perform the services required for proper operation of the Condominium.

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k. To 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 of Condominium aforementioned.

l. To acquire title to property or otherwise hold property for the use and benefit of its members.

m. To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the necessary and applicable St. Johns River Water Management District permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained thereon.

iii. To approve or disapprove the transfer, leasing, mortgaging and ownership of units as may be provided by the Declaration of Condominium and the By-Laws.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE 4 **MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all of the record owners of units in the Condominium. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Flagler County, Florida, a deed or other instrument establishing a record title to a unit in the Condominium. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting the exercise of the right to vote and to use the common property.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

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4.4 On all matters on which the membership shall be entitled to vote, there shall be one vote appurtenant to each unit, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided by the By-Laws hereafter adopted by the Association. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast the aggregate of votes appurtenant to the units he or she owns, in the manner provided in the By-Laws.

4.5 Until such time as some portion of the property is submitted to a Plan of Condominium Ownership by the recordation of said Declaration of Condominium, the membership of the corporation shall be comprised of the subscriber of these Articles.

ARTICLE 5 INCORPORATOR

5.1 The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
William F. McCroy, Jr.	13 Eisenhower Place Palm Coast, Florida 32164

ARTICLE 6 PRINCIPAL OFFICE

The principal office of the Association shall be initially located at 13 Eisenhower Place, Palm Coast, Florida 32164, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 7 DIRECTORS

7.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) directors. Directors need not be members of the Association. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination, and for so long as the Developer shall be entitled to elect a director, shall consist of three (3) directors. Directors need not be members of the Association.

7.2 Except as provided in section 7.4, Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:

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William F. McCroy, Jr.

13 Eisenhower Place
Palm Coast, Florida 32164

Steven D. Wilson

1281 North Greenbay Road
Lake Forest, Illinois 60045

Jeffrey T. Montgomery

2713 W. 116th Street
Leewood, Kansas 66211

7.4 a. The Board of Directors shall call a special members meeting promptly after Longview Village Development Company, as the developer of the Village at Palm Coast, a Residential Condominium (hereinafter the "Developer"), has conveyed two hundred (200) of the units, at which meeting the unit owners other than the Developer shall elect one (1) member of the Board of Directors and the Developer shall name two (2) members of the Board of Directors.

b. The Board of Directors shall call a special members meeting upon the first to occur of the following:

- (i) Within three (3) years after 50% of the units that will ultimately be operated by the Association have been conveyed to purchasers; or
- (ii) Four (4) months after 75% of the units that will ultimately be operated by the Association have been conveyed to purchasers; or
- (iii) Within three (3) months after 90% of the units that will ultimately be operated by the Association have been conveyed to purchasers; or
- (iv) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or
- (v) When all the units that will ultimately be operated by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
- (vi) Seven (7) years following the conveyance of the first unit; or
- (vii) At such earlier time as Developer waives its right to select two directors at which meeting the unit owners other than the Developer shall elect a director to replace one of the directors named by the Developer, so that there shall be two (2) directors elected by unit owners other than the Developer and one (1) director elected by the Developer. The Developer shall be entitled to elect one member of the Board of Directors of the Association so long as the Developer holds for sale in the ordinary course of business at least one (1) Unit.

7.5 Within sixty (60) days following the end of the fiscal or calendar year, or annually as provided in the By-Laws of the Association, the Board of Directors shall mail or furnish by personal delivery to each Unit Owner a financial report as provided in Section 718.111(13), Florida Statutes.

ARTICLE 8 **OFFICERS**

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the election of one of the members of the Board of Directors by the unit owners other than the Developer, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William F. McCroy, Jr.	President	13 Eisenhower Place Palm Coast, Florida 32164
Steven D. Wilson	Vice-President	1281 North Greenbay Road Lake Forest, Illinois 60045
E. Francis Fraley	Secretary/Treasurer	13 Eisenhower Place Palm Coast, Florida 32164

ARTICLE 9 **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 or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. 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 10 **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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ARTICLE 11
TERM

The existence of the Association shall commence on the filing of these Articles of Incorporation with the Secretary of State, Tallahassee Florida. The Association shall exist in perpetuity.

ARTICLE 12
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

12.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or by owners of a majority of the units in the Condominium, whether meeting as members or by instrument in writing signed by them.

12.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than fourteen (14) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than 60 percent of the units in the Condominium in order for such amendment or amendments to become effective.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Flagler County, Florida, promptly.

12.3 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the Association prior to such meeting.

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12.4 In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of units in the manner required for execution of a deed.

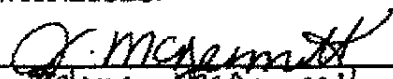
12.5 No amendment shall make any changes in the qualification for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3 hereof, without approval in writing of all members and the joinder of all record owners of first mortgages upon the Condominium. No amendment to these Articles of Incorporation which would abridge, amend or alter the rights of the Developer, including the right to designate and select members of the Board of Directors of the Association as provided in Article 7 hereof, or which would restrict or modify the rights and powers of the initial Board of Directors may be adopted or become effective without the prior written consent of Developer. No amendment which would abridge, amend or alter any rights of the first mortgagees shall be made without written approval of all such mortgagees.

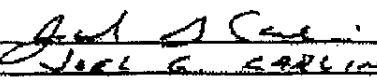
ARTICLE 13
DISSOLUTION


In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the subscriber has affixed his signature this the 20th day of October, A.D. 2003.

WITNESSES:


Dolene McDermott
(name printed or typed)


Joel G. Carlson
(name printed or typed)

By: 
Name: William F. McCroy, Jr.
Title: President and Director

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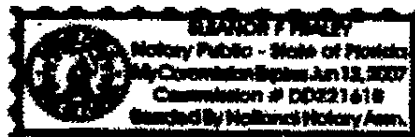
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STATE OF FLORIDA
COUNTY OF Flagler

The foregoing instrument was acknowledged before me this 20th day of October, 2003, by William F. McCroy, Jr., as President and Director. He is personally known to me or has produced FL Drivers License as identification.

NOTARY PUBLIC:

Sign: Eleanor F. Fraley
Print: Eleanor F. Fraley
State of Florida At Large
(Seal)
My Commission Expires:
Title/Rank: _____
Commission Number: _____



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, VILLAGE AT PALM COAST CONDOMINIUM ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida hereby designates PALMETTO CHARTER SERVICES, INC., 150 Magnolia Ave., Daytona Beach, FL 32114, as its Registered Agent and the street address of its registered office, respectively, for the service of process within the State of Florida.

VILLAGE AT PALM COAST
CONDOMINIUM ASSOCIATION, INC.,

By: W. F. McCroy, Jr.
Name: William F. McCroy, Jr.
Title: President and Director

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as Registered Agent of VILLAGE AT PALM COAST CONDOMINIUM ASSOCIATION, INC., for the service of process within the State of Florida until further notice.

PALMETTO CHARTER SERVICES, INC., a Florida
corporation

By: Larry D. March
Its: Vice President

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