

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

THE PALMER BUILDING CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
THE PALMER BUILDING CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the Chapter 617 laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
DEFINITIONS

All terms which are defined in the Declaration of Condominium of THE PALMER BUILDING, A CONDOMINIUM (the "Declaration") are incorporated hereby and shall be used herein with the same meanings as defined in said Declaration.

ARTICLE II
NAME

The name of this corporation shall be THE PALMER BUILDING CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as the "Association"), whose present address is 6050 Palmer Blvd., Sarasota, Florida 34232.

ARTICLE III
PURPOSES

The purposes for which this Association is organized are to operate and manage the affairs and property of THE PALMER BUILDING, A CONDOMINIUM; operate, administer, manage and maintain the Common Areas and Elements and such other property as is made the responsibility of the Association in accordance with the Declaration; and to conduct any lawful

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business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of the Documents.

ARTICLE IV
POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in Chapter 718, Florida Statutes (the "Condominium Act") and the Declaration, including, but not limited to, the following:

- (a) To perform any act required or contemplated by it under the Documents;
- (b) To make, establish, amend and enforce reasonable rules and regulations governing the use of THE PALMER BUILDING, A CONDOMINIUM or any portion thereof including, without limitation, the Common Areas and Elements;
- (c) To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Expenses in the manner provided in the Documents and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;
- (d) To maintain, repair, replace, operate and manage those portions of THE PALMER BUILDING, A CONDOMINIUM that is required to maintain, repair, replace, operate and manage in accordance with the Documents;
- (e) To enforce the provisions of the Documents;
- (f) To construct improvements to THE PALMER BUILDING, A CONDOMINIUM in accordance with the Documents;
- (g) To employ personnel and to retain independent contractors and professionals; and to enter into service contracts to provide for the maintenance, operation and management of

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property; and to enter into any other agreements consistent with the purposes of the Association including, but not limited to, agreements for professional management and to delegate to such contracting parties certain powers and duties of the Association;

(h) To borrow money and execute evidences of indebtedness and to buy, own, operate and lease real and personal property as may be necessary in the operation of the Condominium.

ARTICLE V MEMBERS

All Persons owning a vested present interest in the fee title to any of the condominium Units in THE PALMER BUILDING, A CONDOMINIUM, as evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be Members with full voting rights. Membership shall pass with title to the Unit as an appurtenance thereto and shall not be transferable in any manner except as an appurtenance to such Unit. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates. In the event a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity in a Voting Certificate shall exercise its membership rights.

The change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of the deed or other instrument of conveyance.

Prior to the recording of the Declaration in the Public Records of Manatee County, the subscribers hereto shall remain the Members of the Association and shall each be entitled to one vote.

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ARTICLE VI
VOTING RIGHTS

Each Condominium Unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one Unit or that Units may be joined together and occupied by one Owner. In the event of ownership of a condominium Unit, the vote to which that Unit other than sole individual ownership is entitled shall be exercised by written agreement of all parties with an ownership interest, in the form of a Voting Certificate.

ARTICLE VII
INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered.

ARTICLE VIII
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 2033 Main St., Ste. 600, Sarasota, FL 34237 and the registered agent at such address shall be Andrew K. Fritsch, Esq..

ARTICLE X
DIRECTORS

The business of the Association shall be conducted by a Board of Directors, which shall consist of three (3) persons, as shall be designated by the Bylaws, and appointed by the Unit Owners as set forth in the Bylaws. Directors are not required to be Members of the Association.

ARTICLE XI
FIRST BOARD OF DIRECTORS AND OFFICERS

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The names and street addresses of the Members of the first Board of Directors and officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

Jon Kleiber, Director and President/Treasurer
John Alder, Director and Secretary
Iris Kleiber, Director

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify all officers and directors against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or Board approved settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such, Notwithstanding anything contained herein to the contrary, in instances where the officer or director admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply.

ARTICLE XIII
RIGHTS OF DEVELOPER

Lars and Ann Lewander, husband and wife, the Developer of THE PALMER BUILDING, A CONDOMINIUM, (hereinafter referred to as "Declarant"), shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be Unit Owners) until the following shall occur:

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(a) Developer assigns its rights hereunder and under the Declaration to some other person or entity.

(b) Three years after 50 percent of the UNITS that will be operated ultimately by the association have been conveyed to purchasers;

(c) Three months after 100 percent of the UNITS that will be operated ultimately by the association have been conveyed to purchasers;

(d) When all of the units that will be operated ultimately 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;

(e) 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

(f) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s.718.403, 7 years after recordation of the declaration creating the initial phase.

Declarant reserves the right to remove any director it has appointed, designated or elected to the Board, and to fill vacancies of any such directors whether caused by such removal or by voluntary resignation. The fact that the Owners have not elected or refuse to elect directors not interfere with the right of directors designated by Declarant to resign.

ARTICLE XIV
BYLAWS

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The Bylaws of the Association shall be adopted by the First Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XV
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Andrew K. Fritsch, Esq.
2033 Main St., Ste. 600
Sarasota, FL 34237

ARTICLE XVI
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by:

(a) A simple majority vote of all voting rights of all Members of the Association taken at a special or annual meeting of the Members, which has been duly noticed within the time and in the manner provided in the Bylaws for such meetings, said notice having set forth the proposed amendment or a summary of the proposed changes; or

(b) A written statement signed by all directors and all Members of the Association. All rights conferred upon the Members herein are granted subject to this reservation.

Notwithstanding the foregoing, no amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration, nor shall there be any amendment to these Articles which

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shall abridge, amend or alter the rights of (i) Declarant, including, without limitation, the right to designate and select the Directors as provided in Article XIII hereof and the rights reserved to Declarant in of the Declaration, without the prior written consent thereto by Declarant; or (ii) any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

IN WITNESSES WHEREOF, I, the undersigned subscriber to these Article of Incorporation, have hereunto set my hand and seal on this the 19th day of April, 2004.

By: AK 2

Andrew K. Fritsch, Esq., Incorporator

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 19th day of April, 2004, before me, an officer duly authorized and acting personally appeared Andrew K. Fritsch, Esq., to me well known and known to be the person described in and who executed the foregoing instrument, and she acknowledged then and there before me that she executed said instrument.

WITNESS my hand and official seal, in the County and State aforesaid, this the day and year last above written.

Diane Drake Smith
Notary PublicDiane Drake Smith
My Commission DD143725
Expires September 29, 2006

My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Andrew K. Fritsch, Registered Agent

Dated: April  2004.

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