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**FLORIDA NON-PROFIT CORPORATION**

**PALMETTO CHASE AT SIGNAL HILL HOMEOWNERS' ASSOCIATIO**

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 27, 2005

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: PALMETTO CHASE AT SIGNAL HILL HOMEOWNERS' ASSOCIATION, INC.  
REF: W05000021203

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filings Section

FAX Aud. #: H05000104441  
Letter Number: 805A00029109

**ARTICLES OF INCORPORATION OF PALMETTO CHASE AT SIGNAL HILL  
HOMEOWNERS' ASSOCIATION, INC. A CORPORATION NOT FOR PROFIT**

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

**ARTICLE I**

The name of the corporation is: PALMETTO CHASE AT SIGNAL HILL HOMEOWNERS' ASSOCIATION, INC. hereinafter called the "Association".

**ARTICLE II**

The principal office of the Association is located at 535 N. Tyndall Parkway 32404, Panama city, Florida.

**ARTICLE III**

The officers of the Association shall be President, Vice-President and Secretary, and Treasurer and such additional officers as may be specified by the By-Laws. One person may be elected to hold more than one office if the directors so elect. The said officers shall be elected by the Directors at the annual meeting of the Board of Directors, beginning with the annual meeting held in 2005.

**ARTICLE IV  
FIRST OFFICERS**

The names of the first officers who are to serve until first election are:

President	John W. Phillips
Secretary/Treasurer	Jeff Phillips
Vice-President	Jeff Phillips

**ARTICLE V  
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 for the following objects and purposes:

1. To provide for the efficient preservation of the appearance, value and amenities of the real property which is or may in the future be subject to the Declaration of Covenants, Conditions and Restrictions for Palmetto Chase at Signal Hill (hereinafter referred to as the "Property"), a residential development, originally recorded in the Public Records of Bay County, Florida (hereinafter referred to as "Declaration").
2. To purchase, lease or otherwise acquire, directly or indirectly, Common Areas (as defined in the Declaration) for the benefit of the members, and to maintain, repair and

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replace, either directly or indirectly through the Association, the Common Areas and such other improvements in and/or benefiting the Property for which the obligation to maintain has been delegated and accepted.

3. To control the specifications, maintenance, repair, appearance, and landscaping of all improvements and structures of any kind, including, without limitation, buildings, fences, walls, signs, lighting systems, site paving, grading, screen enclosures, sewers, drains, landscaping, landscape devices or objects and/or change therein, thereof or thereto, all in accordance with the Declaration.
4. 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, Articles, By-Laws, or any Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.
5. To maintain, repair, replace and operate the property operated by the Association, the Community Property or any other property of the Association including, but not limited to, any portions of the Stormwater Management System and the lift station serving the development as exempted or permitted by applicable regulatory authority that may become property of the Association.
6. To perform any and all other functions contemplated by the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration.
7. The Association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles and the Declaration, as they may from time to time be amended. The Association shall have the power and authority to promote the welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Homeowners Agreement and Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and filed for the record with the Clerk of the Circuit Court of Bay County, Florida, in Official Records Book and as the same may be amended from time to time as therein provides, 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 or the business of the Association, including all license, taxes of 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 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 each class of voting members in which said dedication, sale or transfer is consented to;

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

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now, or hereafter have or exercise.

#### ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any lot/unit or townhouse parcel which is subject by covenants of record 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot/unit which is subject to assessment by the Association.

#### ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting members, to-wit:

Class A. Class A members shall be all owners with the exception of Declarant, its successors and assigns, and shall be entitled to one vote for each lot/unit owned. When more than one person holds an interest in any lot/unit, all such persons shall be members. The vote for the lot/unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to anyone lot/unit.

Class B. Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to twice as many votes as the total of Class A members for a period of 24 months following the date of the Declaration, at which time, Class B membership shall terminate, and the Class B membership shall be converted to Class A membership.

#### ARTICLE VIII

The affairs of this Association shall be managed by a Board of Directors of at least three (3) Directors, who need not be members of the Association. The method of electing the directors shall be stated in the bylaws of the Association. The number of directors may be changed by amendment to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors at the next annual meeting are as follows:

John W. Phillips  
535 N. Tyndall Parkway, Panama City, Florida 32404

Jeff Phillips  
535 N. Tyndall Parkway, Panama City, FL. 32404

Helma Phillips  
535 N. Tyndall Parkway, Panama City, FL. 32404

#### ARTICLE IX DURATION

The corporation shall exist perpetually.

#### ARTICLE X 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 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 XI  
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter provided by law. Amendment to the Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII  
BY-LAWS

The By-Laws of this corporation are to be made, altered or rescinded by the Board of Directors or by vote of not less than 2/3 of the voting membership at a meeting where same is to be considered.

ARTICLE XIII

The Resident Agent to accept service of process within this State, and the registered agent shall be John W. Phillips, 535 N. Tyndall Parkway, Panama City, Florida 32404.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators, of this Association, have executed these Articles of Incorporation this 28 day of January, 2005.

  
John W. Phillips

  
John W. Phillips

I John W. Phillips hereby accept my designation as Registered Agent and agree to serve as the registered agent of Palmetto Chase at Signal Hill Homeowner's Association, Inc. I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for the same.


  
John W. Phillips

State of Florida  
County of Bay:

On this the 28 day of January, 2005, John W. Phillips, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of Palmetto Chase at Signal Hill Homeowner's Association, Inc.



Deborah Campbell  
MY COMMISSION # 0013446 EXPIRES  
July 29, 2007  
BONDED THRU TROY FARM INSURANCE INC.

  
Notary Public  
My Commission Expires:

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