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FLORIDA NON-PROFIT CORPORATION

Palm Grove Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION OF
PALM GROVE HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is PALM GROVE HOMEOWNERS ASSOCIATION, INC. (hereinafter also called the "Association").

ARTICLE II
Principal Office

The principal place of business and mailing address of this corporation shall be 3106 W. Bay to Bay Blvd., Tampa, Florida, 33629.

ARTICLE III
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to promote the health, safety and general welfare of the residents within all or any portion of PALM GROVE, a proposed residential subdivision lying and being in the City of Tampa, Hillsborough County, Florida (the "Subdivision"), as may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Hillsborough County, Florida, of a Declaration of Protective Covenants, Conditions, Easements and Restrictions (hereinafter referred to as "Declaration") and the Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by Florida Statutes, Chapters 617 and 720 or by common law.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

The Association has the power to:

- (a) To own and convey property.
- (b) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for maintenance or repair which is the responsibility of the property owner.

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- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To maintain, repair and operate all property owned by the Association or to be managed and maintained by the Association, in accordance with the terms and provisions of the Declaration.
- (e) To purchase and maintain insurance coverage for the property and improvements owned and held by the Association to protect the Association and its membership.
- (f) To reconstruct the improvements after casualty and to further improve the property owned by the Association.
- (g) To make and amend reasonable rules and regulations ("Rules and Regulations") respecting the use of all property, improvements and facilities owned or otherwise managed by the Association.
- (h) To sue and be sued.
- (i) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations.
- (j) To contract for the management of the Association and to delegate to such manager certain powers and duties of the Association.
- (k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.
- (l) To pay taxes and assessments which are liens against any part of the Association property, other than the individual lots, unless the individual lot(s) or unit(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot or unit and the owner of the lot which is subject to such liens.
- (m) To enter into agreements whereby it acquires fee simple title, easements, and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Association intended to provide benefits to the property owners within the Subdivision.
- (n) To enter into agreements for construction of common facilities for the benefit of the property owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease or otherwise provide security for the repayment of said funds.

ARTICLE IV **Surface Water Management**

- (a) The Association has the power to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas (collectively, the "Surface Water Management System Facilities").

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(b) The Association has the power to contract for services to provide for the operation and maintenance of the surface water management system facilities.

(c) The Association shall exist in perpetuity however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, and if not accepted, the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V
Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any residential lot being a part of the Subdivision (each a "Lot Owner"), shall be a member of this Association. A Lot Owner of more than one such lot shall have one membership for each such lot owned by him or her. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to the provisions of the Declaration.

ARTICLE VI
Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The corporation shall exist in perpetuity.

ARTICLE VII
Voting Rights

This Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth, and be governed by the Bylaws of the Association.

ARTICLE VIII
Board of Directors

A Board of Directors shall manage the business affairs of this Association. The method of election or appointment of the Board of Directors shall be as set forth in and governed by the Bylaws of the Association.

ARTICLE IX
Officers

This Association shall have the officers described in its Bylaws who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

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ARTICLE X
Incorporator

The incorporator of these Articles is of the age of majority. The name and address of the incorporator of these Articles of Incorporation is as follows:

REGENCY PALMS LLC
3106 W. Bay to Bay Blvd.
Tampa, Florida 33629

ARTICLE XI
Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members, or as set forth in the Association's bylaws. Notwithstanding any other provision herein, the assets owned by the Association herein shall be distributed to the City of Tampa, State of Florida, or if said city refuses to accept such assets, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual. If the Association ceases to exist, all of the Lot Owners shall be jointly and severally responsible for operation and maintenance of the Surface Water Management System Facilities unless and until the City of Tampa or other non-profit organization assumes responsibility.

ARTICLE XII
Initial Registered Office and Agent

The street address of the initial registered office of the Association is 3106 W. Bay to Bay Blvd, Tampa, Florida 33629. The name of the initial registered agent of the Association is Neal Layton.

ARTICLE XIII
Amendment to Articles

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XIV
Indemnify

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, pursuant to the provisions contained in the bylaws.

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ARTICLE XV
Interpretation

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREFORE, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 5 day of August, 2005.

REGENCY PALMS LLC
a Florida limited liability company,
As Incorporator

By: 

Neil Layton, Manager

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the undersigned's position as registered agent.


Neil Layton

Date: August 5, 2005.

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