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*Palazzo Del Sol Condominium
Association, Inc.*

Signature _____

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**ARTICLES OF INCORPORATION
OF
PALAZZO DEL SOL CONDOMINIUM ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator for the purpose of forming a Corporation not-for-profit under Chapter 617, Florida Statutes certifies as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Palazzo Del Sol Condominium Association, Inc., (hereinafter referred to as the "Association"). The principal mailing address of the corporation is 15065 McGregor Blvd., Suite 105, Fort Myers, Florida 33908.

**ARTICLE II
DEFINITIONS**

All terms which are defined in the Declaration of Condominium of Palazzo Del Sol, a Condominium (hereinafter referred to as the "Declaration") shall be used herein with the same meaning as defined in said Declaration.

**ARTICLE III
PURPOSE AND POWERS**

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium of Palazzo Del Sol; and it shall have all of the powers and duties reasonably necessary to operate Palazzo Del Sol pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To maintain, repair, replace and operate the Association and Association property.

- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To enter into agreements with the Master Associations, if any.
- E. To reconstruct improvements after casualty and to make further improvements of the property.
- F. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- G. To enforce the provisions of the Condominium Act, the Declaration, these Articles, and the Bylaws of the Association.
- H. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- J. To borrow money for any purpose, and to purchase units, and acquire, own, mortgage and convey real property.
- K. To enter into a contract with any individual or entity and employ personnel as may be selected by the Board of Directors to perform or accomplish any or all of the purposes of this Association, under such terms and conditions and for such compensation as the Board of Directors may consider in the best interest of the Association.
- L. To sue and be sued.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provision of these Articles and the By-Laws of the

Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members or from making any payments or distributions to members of monies or properties pursuant to Section 617.011, Florida statutes, or a statute of similar import. The Association may, however, reimburse its directors, officers and members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association and may pay compensation in a reasonable amount to its directors, officers and members for actual services rendered to the Association as authorized and approved by the Board of Directors.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

- A. The members of the Association shall be all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws, after termination of the Condominium the members shall consist of those who are members at the time of such termination.
- B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument of conveyance and by delivery to the Association of a copy of such recorded instrument.
- C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.
- D. The owners of each Unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE VI

TERM

The term of the Association shall be perpetual.

ARTICLE VII

BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII
DIRECTORS AND OFFICERS

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX
INITIAL DIRECTORS

The initial Directors of the Association shall be:

R. Don Throgmartin
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

Ronald T. Throgmartin
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

Jon Dewitt
15065 McGregor Blvd.
Suite 105
Fort Myers, Florida 33908

ARTICLE X
INITIAL REGISTERED AGENT

The initial registered agent of the Association and his address shall be:

John N. Brugger, Esq.
600 Fifth Avenue South
Suite 207
Naples, Florida 34102

ARTICLE XI
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

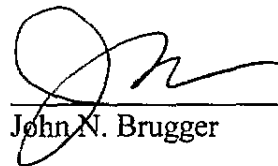
ARTICLE XII
INCORPORATOR

The name and address of the Incorporator are:

John N. Brugger
600 Fifth Avenue South
Suite 207
Naples, FL 34102

WHEREFORE, the undersigned John N. Brugger, as Incorporator, has caused these presents to be executed this 18 of October, 2005.

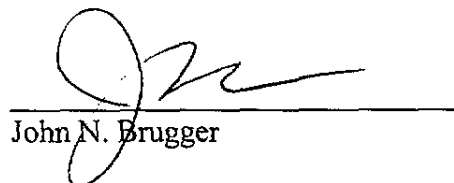
By: _____


John N. Brugger

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Palazzo Del Sol Master Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Dated: October 18, 2005


John N. Brugger