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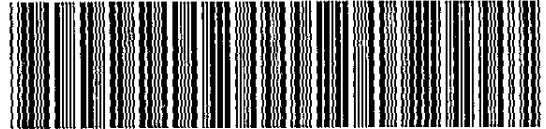
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Palmetto Grove at Verandah
Neighborhood Association, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
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**ARTICLES OF INCORPORATION
FOR
PALMETTO GROVE AT VERANDAH
NEIGHBORHOOD ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned who is of full age, does hereby certify:

ARTICLE I

The name of the corporation is Palmetto Grove at Verandah Neighborhood Association, Inc.

The office of the association is located at 9240 Marketplace Road, Suite 1, Ft. Myers, FL 33912.

The name and address of the Registered Agent is C. Perry Peeples, c/o Garlick, Stetler & Peeples, LLP, 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108.

The terms used in these Articles shall have the definitions as provided in Article I of *Declaration of Covenants, Conditions and Restrictions for Palmetto Grove at Verandah* (the "Declaration").

ARTICLE II

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 to provide for the maintenance and preservation of Lots and Common Areas within that certain tract of property located in Lee County, Florida, known as "Palmetto Grove at Verandah" pursuant to the provisions of the Declaration, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the Property, to be recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

B. Operate, maintain repair and where necessary improve the Common Areas, including but not limited to, all water management facilities existing, from time to time on the Properties, which water management facilities shall include all lakes, ponds, drainage retention areas, swales and artificial and natural structures which are

incorporated into the water management system, whether owned by the Association or by a Member, and all easements reserved for drainage related purposes. Provided, however, that the Association shall only be responsible for water management facilities which solely serve Palmetto Grove at Verandah. The Verandah Community Association, Inc., shall be responsible for the ownership, operation and maintenance of all storm water management systems which are designated by the Community Association as a part of the master storm water management system.

C. 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 in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

D. 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;

E. Borrow money, and with the consent of two-thirds (2/3) of the Members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida may now or hereafter have or exercise;

H. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property.

I. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Association.

J. Cooperate with the Community Association in carrying out its responsibilities under the Community Declaration.

ARTICLE III
MEMBERSHIP

Every person or entity who is a record Owner of a Lot in Palmetto Grove at Verandah, 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 a Lot which is subject to Assessment by the Association.

ARTICLE IV
VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

1. Class A. Class A members shall be all of those Owners of a Lot subject to the Declaration. Each Class A member shall have one (1) vote for each Lot owned by such Class A member.

2. Class B. There shall be one (1) Class B member, the Developer, Lyons Land Corp., LLC, a Florida limited liability company, or its assigns. The Class B member shall have one (1) vote for each Lot subject to the Declaration, plus one (1).

The Bylaws may establish procedures for voting when title to a Lot is held in the name of a corporation or more than one (1) person or entity.

The Class B membership shall terminate upon the earlier of:

1. Three (3) months after ninety percent (90%) of the maximum number of Lots reserved by Developer on Exhibit "A" of the Declaration, and ninety percent (90%) of the Lots subjected to the Declaration pursuant to Section 11.5 thereof have been conveyed to Class A members; or

2. When, in its discretion, Developer so determines and declares in a recorded instrument.

Upon termination of the Class B membership, Developer shall be a Class A member entitled to Class A votes for each Lot which it owns.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) members who shall be appointed by the Developer. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Tim Rose	9240 Marketplace Road, Suite 1 Fort Myers, FL 33912
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Weldon Burchett	9240 Marketplace Road, Suite 1 Fort Myers, FL 33912
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Chris Hammond	9240 Marketplace Road, Suite 1 Fort Myers, FL 33912
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After turnover of control of the Association, the Board shall consist of at least three (3) members, who shall be elected by the Members in the manner determined by the Bylaws.

ARTICLE VI
INDEMNIFICATION

The Association shall indemnify 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 be a party because of his being or having been a Director or officer of the Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

- A. Willful misconduct in office by any Director or officer.
- B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

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 VII
DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII
AMENDMENTS

Subject to the rights of Developer as provided in the Bylaws of the corporation, amendments to these Articles shall require the consent of two-thirds (2/3) of the Members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the Members as provided in the Declaration. Amendments to the Bylaws may be made at a regular or special meeting of the Members or by a vote of a majority of a quorum of the voting representatives present in person.

ARTICLE IX
NOT-FOR-PROFIT STATUS

In compliance with the requirements of Chapter 617, *Florida Statutes*, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the Members, Directors or officers.

ARTICLE X
OFFICERS

There shall be a President, Vice-President and Secretary/Treasurer of the Corporation. The initial officers of the corporation are as follows:

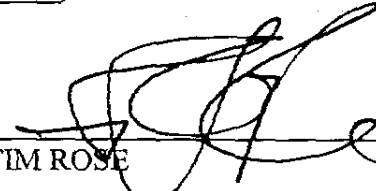
PRESIDENT:	Tim Rose
VICE-PRESIDENT:	Weldon Burchett
SECRETARY/TREASURER:	Chris Hammond

ARTICLE XI
INCORPORATORS

The name and address of the incorporator is:

Tim Rose	9240 Marketplace Road, Suite 1 Fort Myers, FL 33912
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IN WITNESS WHEREOF, 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 30th day of December, 2005.




TIM ROSE

STATE OF FLORIDA Lee
COUNTY OF _____

The foregoing instrument was acknowledged before me this 30th day of December, 2005, by Tim Rose, who is personally known to me.

Tamberlee Pittman
Notary Public
Printed Name: Tamberlee Pittman

- My Commission Expires: July 27, 2006

(Seal)
NOTARY PUBLIC-STATE OF FLORIDA
 Tamberlee Pittman
Commission # DD128301
Expires: JULY 27, 2006
Bonded Thru Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted, in compliance with said Act:

That Palmetto Grove at Verandah Neighborhood Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Lee, State of Florida, has named C. Perry Peoples, c/o Garlick, Stetler & Peoples LLP, 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


C. PERRY PEEPLES

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