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FLORIDA PROFIT/NON PROFIT CORPORATION

Palma Ceia Townhomes Owners Association, Inc.

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**ARTICLES OF INCORPORATION
PALMA CEIA TOWNHOMES OWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT-FOR-PROFIT**

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, the undersigned hereby incorporate, by these Articles of Incorporation of **PALMA CEIA TOWNHOMES OWNERS ASSOCIATION, INC.** (hereinafter the "Articles"), this corporation not-for-profit for the purposes and with the powers set forth herein. The undersigned, for the above stated purposes, certify as follows:

ARTICLE I.
DEFINITIONS

1. All terms which are defined in the Declaration of Covenants and Restrictions for **PALMA CEIA TOWNHOMES** (hereinafter the "Declaration") shall be used herein with the same meanings as defined in said Declaration.

2. "Association" as used herein shall mean **PALMA CEIA TOWNHOMES OWNERS ASSOCIATION, INC.**, a Florida corporation not-for-profit, the corporation formed by these Articles, its successors or assigns.

3. "Board" or "Board of Directors" shall mean and refer to the Board of Directors of the Association.

4. "Declarant" shall mean and refer to **KEYSTONE HOMES, INC.**, a Florida corporation, and its successors or assigns, if any such successor or assign acquires the undeveloped portion of **PALMA CEIA TOWNHOMES** from the Declarant for the purpose of development and is designated in writing, as such, by Declarant.

5. "**PALMA CEIA TOWNHOMES**" or "Property" or "Properties" shall mean and refer to all properties which may, from time to time, be subject to the covenants and restrictions contained within the Declaration.

6. "Lot" shall mean and refer to any lot or other parcel shown within any plat recorded in the Public Records of Hillsborough County, Florida, on which a residential structure could be constructed, whether or not one has been constructed. The term "Lot" shall also mean and refer to any Lot designated as such by the Declarant within any Supplement to the Declaration executed and recorded in the Public Records of Hillsborough County, Florida.

7. "Member" shall mean and refer to those persons entitled to Membership as provided for in these Articles and the Declaration and "Membership" shall mean all of the Members.

8. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but excluding those having such interest merely as security for the performance of an obligation.

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9. "Total Lots" shall mean and refer to the total number of Lots: (i) shown on the site plan within any plat recorded in the Public Records of Hillsborough County, Florida; and (ii) designated as such by the Declarant within any Supplement to the Declaration executed and recorded in the Public Records of Hillsborough County, Florida.

**ARTICLE II.
NAME AND INITIAL PRINCIPAL OFFICE**

The name of this Association shall be **PALMA CEIA TOWNHOMES OWNERS ASSOCIATION, INC.**

The initial principal office of the Association is located at 3611 W. Swann Avenue, Tampa, FL 33609, or at such other location from time to time as the Board of Directors may deem advisable.

**ARTICLE III.
PURPOSE**

The Association does not contemplate pecuniary gain or profit from the Members thereof, and the general nature, objects and purposes of the Association for which it is formed are as follows:

1. To promote the social welfare of the owners of Property within **PALMA CEIA TOWNHOMES**.
2. To maintain and/or repair the general or common areas, structures, and other improvements in **PALMA CEIA TOWNHOMES** for which the obligation to maintain and repair has been delegated to the Association.
3. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, screened enclosures, glass enclosures, antenna, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in **PALMA CEIA TOWNHOMES**, as well as any alteration, improvement, addition and/or change thereto, whether the same is owned by a Member or is considered to be a portion of the common areas.
4. To provide for various security and other services, the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto.
5. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the social welfare of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.
6. To operate without profit for the sole and exclusive benefit of the Association's Members. No portion of the Association's net earnings, if any, shall inure to the benefit of any Member of the Association or to any individual person, firm, or corporation.

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7. To administer and enforce all of the terms and conditions of the Declaration recorded or to be recorded in the Public Records of Hillsborough County affecting the real property therein described or which thereafter may be made subject to the Declaration.

8. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors of the Association, in the Declaration.

**ARTICLE IV.
POWERS**

The Association shall have the following powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

1. To hold funds solely and exclusively for the benefit of its Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate, adopt and enforce rules, regulations, bylaws, and agreements to effectuate the purposes for which the Association has been organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not prohibited by the laws of the State of Florida now in existence or hereafter amended.

5. To operate and maintain the common areas which may include but are not limited to, berms, fences, surface water management system facilities, and any associated buffer areas.

6. To contract for services to provide for operation and maintenance of the surface water management system facilities, if any, if the Association contemplates employing a maintenance company.

7. To fix, collect and enforce assessments to be levied against the individual lots within **PALMA CEIA TOWNHOMES** to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves from time to time for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

8. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

9. To charge recipients for services rendered by the Association and any user for any use of Association property when such is deemed appropriate by the Board of Directors of the Association.

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10. To pay taxes, utility, maintenance, and other charges, if any, on or against the common areas and other properties which may be owned or accepted by the Association.

11. To borrow money.

12. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.

13. To make, establish and enforce By-Laws and reasonable rules and regulations governing the use of the common areas or any portions thereof, as well as the conduct of Members, their families, visitors, guests, and lessees, and to provide for the operation and formal administration of the Association.

14. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length.

15. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, as set forth in Chapters 617 and 720, Florida Statutes, which are not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

**ARTICLE V.
MEMBERS**

1. The Declarant and all owners of Lots shall be Members of the Association.
2. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

**ARTICLE VI.
VOTING AND ASSESSMENTS**

1. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for membership ("Voting Interest"). When one or more persons hold a Voting Interest in any Lot, all such persons shall be Members, and the Voting Interest for such Lot shall be exercised only by one Member, who shall be designated in a written instrument, executed by or on behalf of all record owners of such interest, filed with the Secretary of the Association. In no event shall more than one (1) vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the By-Laws, the Declaration or by law, the affirmative vote of a majority of the Voting Interests represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

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2. Voting of the Members shall be in person or by proxy appointed by an instrument in writing subscribed by the Member designated to vote as provided in paragraph 1 above, or by written absentee ballot signed by a Member as duly designated to vote.

3. The Association shall have the right to suspend any Member's right to vote (other than the right of the Declarant) for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than ten (10) days after the due date for the payment thereof.

4. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles, the By-Laws and the Declaration.

5. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of the Members of at least thirty percent (30%) of Members entitled to vote, in person or by proxy or by written absentee ballot, shall constitute a quorum for the transaction of business.

ARTICLE VII. BOARD OF DIRECTORS

1. The business affairs of the Association shall be managed by an Initial Board of Directors (the "Initial Board") composed of three (3) persons. Members other than the Developer ("Purchaser Members") shall be entitled to elect all three (3) members of the Board of Directors of the Association three (3) months after ninety percent (90%) of the Total Lots have been conveyed to Purchaser Members. The Developer shall be entitled to elect at least one (1) Director to serve on the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Total Lots.

2. Following the time the Declarant relinquishes control of the Board of Directors of the Association, the Declarant may exercise the right to vote any Declarant-owned Lots, in the same manner as any other Member, except for the purpose of reacquiring control of the Board of Directors of the Association or for the purpose of selecting the majority of the members of the Board of Directors of the Association.

3. Elections shall be by plurality vote at a meeting at which a quorum of the Membership of the Association is voting in person or by proxy.

4. Until such time as the Purchaser Members shall be entitled to elect all of the Directors, the Declarant shall have the absolute right, in its sole and absolute discretion and at any time, to remove any Director selected by the Declarant and to replace the Director so discharged.

5. The Purchaser Members shall elect a majority of the Board of Directors, pursuant to the provisions hereof, at a special meeting of the Membership to be called by the Board for such purpose (the "Majority Election Meeting").

6. Subsequent to the Majority Election Meeting, the Directors shall be elected by the members of the Association at each annual meeting of members and the Directors shall hold office until the next annual meeting of members and until their successors are elected and shall qualify.

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7. The names and addresses of the members of the Initial Board who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Wayne A. McClain 3611 W. Swann Avenue
Tampa, FL 33609

John McCoskrie 3611 W. Swann Avenue
Tampa, FL 33609

Ricardo Valle 3611 W. Swann Avenue
Tampa, FL 33609

8. If any of these original Directors shall resign, the remaining Directors shall elect a successor to fill the vacancy. If a Director elected by the Members shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

9. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including annual meetings.

ARTICLE VIII. OFFICERS

The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association, which officers shall be subject to the direction of the Board of Directors. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors at the annual meeting of the Board of Directors, for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and all other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices, provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person. The names of the officers who are to serve as officers of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President	Wayne A. McClain
Vice President	John McCoskrie
Secretary	Wayne A. McClain
Treasurer	John McCoskrie

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ARTICLE IX.
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X.
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the Members in the manner set forth in 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 XI.
AMENDMENT TO ARTICLES OF INCORPORATION

1. Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of a majority of the Voting Interests; provided, however, that: (i) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (ii) these Articles shall not be amended in any manner without the prior written consent of the Declarant to such amendment, so long as the Declarant is the Owner of any Lot and (iii) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

2. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either at an annual meeting or at a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members.

3. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII.
INCORPORATOR

The names and street addresses of the incorporator is as follows:

Karen S. Leopold 20801 Biscayne Blvd., Suite 501
Aventura, FL 33180

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ARTICLE XIII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Board of Directors of the Association shall have the power to indemnify current or former directors, officers, employees or agents of the Association and any persons serving, or who have served, at the request of the Association as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise to the full extent permitted by the laws of the State of Florida. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against him in any such capacity.

2. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability of penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

3. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful.

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Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE XIV.
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

1. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XV.
DISSOLUTION OF THE ASSOCIATION**

1. The Association may be dissolved upon a resolution to that effect being approved by not less than two thirds (2/3) of the members of the Board of Directors and being approved by not less than three quarters (3/4) of the Voting Interests of the Association.

2. Upon dissolution of the Association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

A. Real property contributed to the Association by the Declarant without the receipt by the Declarant of other than nominal consideration shall be returned to the Declarant or its successors or assigns, unless it refuses to accept the conveyance (in whole or in part).

B. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the Association was formed. If same is not accepted, then to a similar non-profit corporation.

C. Remaining assets, if any, shall be distributed among the Members, subject to the limitations set forth above or in these Articles, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

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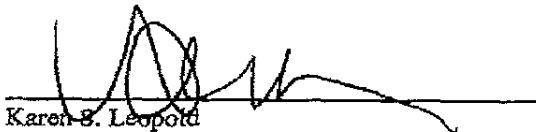
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**ARTICLE XVI.
REGISTERED AGENT**

Wayne A. McClain, whose address is 3611 W. Swann Avenue, Tampa, FL 33609, is hereby named Registered Agent for the Association to be its agent and to accept service of process within the State of Florida.


IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles to be executed this 27th day of February, 2006.



Karen S. Leopold

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing Articles of Incorporation were acknowledged before me this 27th day of February, 2006, by Karen S. Leopold, who is personally known to me.

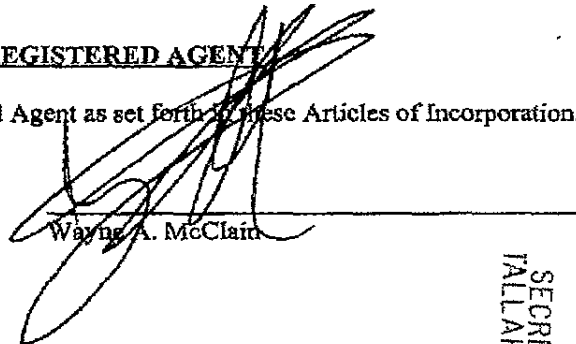
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Yajaira Molina
Commission # DD419541
Expires: APR. 17, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public
Print Name: Yajaira Molina

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation.


Wayne A. McClain

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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