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SECRETARY OF STATE
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VERO BEACH, FLORIDA 32963

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February 27, 2006

Via Federal Express

Corporate Records Bureau
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

CM #04-423.001

Telephone: 850-245-6052

RE: Royal Palm Park Association, Inc.

Dear Sir/Madam:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, together with your Certificate of Status, to the undersigned at your earliest convenience.

I am also enclosing our check in the amount of $78.75 covering the following:

Filing Fee	$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75

Thank you for your consideration in this matter.

Very truly yours,

Jean Roop

Jean Roop, Legal Assistant to
Michael J. Garavaglia

:jgr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ROYAL PALM PARK ASSOCIATION, INC.

A Not-For-Profit Corporation
under the laws of the State of Florida

ARTICLE I
NAME

The name of the corporation shall be: **ROYAL PALM PARK ASSOCIATION, INC.**

ARTICLE II
ADDRESS

The street and mailing address of the initial principal office of the Association shall be: **5700 West Midway Road, Fort Pierce, Florida 34981.**

ARTICLE III
PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To perform all of the duties and responsibilities delegated or assigned to the Association by the provisions of the Declaration of Covenants, Restrictions and Easements for the benefit of the Owners of the Units at Royal Palm Park.

B. To own and maintain, repair and replace the Common Areas and other improvements in and/or benefitting Royal Palm Park for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings improvements and any other structures constructed, placed or permitted to remain in Royal Palm Park, as well as the alteration, improvement, addition and/or change thereto, to the extent that this duty is delegated to the Association by the Declaration, the Declarant or the Owners.

D. To provide such other services for which the responsibility has been, or may be, accepted by the Association, and the capital improvements and equipment related thereto, in Royal Palm Park.

E. To operate without profit for the benefit of its members.

F. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in and pursuant to the Declaration and the Bylaws.

The Association is created pursuant to the declaration and the Articles of Incorporation, and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

ARTICLE IV
GENERAL POWERS

The Association shall have all powers granted to it by common law, Florida Statutes, the Articles of Incorporation, the By-Laws and the Declaration. The powers of the Association shall include, but not be limited to, the following:

A. **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these articles, the By-Laws and the Declaration.

B. **Necessary Powers.** The Association shall have all the powers reasonably necessary to perform the obligations and duties and to exercise the rights and powers set out in the Articles, the Declaration and the By-Laws, including, but not limited to, the following:

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

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is 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 interests in real or personal property, to the extent required or anticipated hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity, to the extent required or anticipated hereby; and to do any and all acts necessary or expedient for carrying on any and all of the activities and pursue any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida, including contracting for the management of the Association and Association property.

5. To fix assessments to be levied against Royal Palm Park to defray expenses and the costs of effectuating the objects and purposes of the association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements for the collection of such assessments.

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

7. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

8. To improve, maintain, repair, replace, operate and manage Royal Palm Park to the extent such responsibility is delegated to the Association by the Declaration including the right to reconstruct improvements after casualty.

9. To enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing the use of Royal Palm Park which may from time to time be established.

10. To borrow money and, from time to time, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment of property acquired for any of the purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the association wherever situated.

11. To maintain, repair, replace, operate and manage the Association properties, including all surface water drainage facilities including the right to reconstruct the Association's improvements after casualty and further to improve and add to the Association properties.

12. This is a non-stock corporation.

13. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein, and as are assigned or delegated to the Association by the Declarant and/or the Declaration.

ARTICLE V
MEMBERS

A. The members will consist of the Owners of Units in Royal Palm Park, and all such Owners will be members of the Association.

B. 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 of its Unit.

C. "Owners", "Declaration", and any other capitalized terms used but not defined herein shall have the meanings given those terms in that certain Declaration of Covenants, Restrictions and Easements for Royal Palm Park, as the same may be amended from time to time (the "Declaration").

D. Royal Palm Park consists of the Property which is situated in Indian River County, Florida, made subject to the provisions of the Declaration from time to time.

ARTICLE VI
MEMBER VOTING AND ASSESSMENTS

A. Voting by Members shall be set forth in **Article IV** of the Declaration of Covenants, Restrictions and Easements for Royal Palm Park.

B. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration as supplemented by the provisions of these Articles and the By-Laws of the Association relating thereto.

ARTICLE VII
BOARD OF DIRECTORS

A. The affairs of the Association will be managed by a Board of Directors consisting of three (3) Directors. The Directors may, but need not be, members of the Association or employees, Shareholders or directors of such members and need not be residents of the State of Florida.

B. The method of appointment of the Directors shall be as stated in the By-Laws of the association who shall serve in accordance therewith.

C. The names and addresses of the members of the Board of Directors who shall serve until their successors are appointed and have qualified, or until removed, are as follows:

Michael J. Garavaglia Jr.	5700 West Midway Road Fort Pierce, FL 34981
Donald C. Proctor	5700 West Midway Road Fort Pierce, FL 34981
Frederick C. Peters, II	5700 West Midway Road Fort Pierce, FL 34981

ARTICLE VIII
OFFICERS

The officers of the Association will be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create.

ARTICLE IX
CORPORATE EXISTENCE

The Association will have a perpetual existence.

ARTICLE X
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded pursuant to the written consent of a majority of the Board of Directors.

ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be amended, altered or rescinded only pursuant to the written consent of a majority of the Board of Directors.

ARTICLE XII
INCORPORATOR

The name and address of the person signing these Articles is:

MICHAEL J. GARAVAGLIA, JR.	5700 West Midway Road Fort Pierce, FL 34981

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

1. 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 or 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 in 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 interests 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 will 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.

2. 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 or officer 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 interests of the Association. Such matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association will be excepted herefrom unless, and only to the extent, that the court, administrative agency or investigative body before which such action, suit or proceeding is held will determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal will deem proper.

B. The Board of Directors will 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 or she reasonable believed to be in the best interests 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. Such determination will 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.

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

ARTICLE XIV
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, will 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 or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association will incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XV
DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution will be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by any member (or its predecessor in interest) will be returned to such member (whether or not such member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or part).

2. Dedication to any applicable municipal or other similar non-profit corporation or governmental body determined by the Board to be appropriate for such dedication and which such entity is willing to accept. However, it is expressly understood that Indian River County or any other entity is not obligated to accept such dedication or maintenance responsibility unless the same is done by appropriate resolution by the Board of County Commissioners or such other appropriate entity.

3. Remaining assets will be distributed equally among the members as tenants in common.

B. The Association may be dissolved upon a resolution to that effect being recommended by a majority of the members of the Board of Directors.

ARTICLE XVI
REGISTERED AGENT

Until changed, MICHAEL J. GARAVAGLIA, SR. will be the registered agent of the Association and the registered office will be at 756 Beachland Boulevard, Vero Beach, FL 32963.

Dated this 15 day of February, 2006

MICHAEL J. GARAVAGLIA, JR.,
Incorporator

STATE OF FLORIDA)

COUNTY OF INDIAN RIVER)

PERSONALLY APPEARED before me, the undersigned authority MICHAEL J. GARAVAGLIA, JR. To me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Vero Beach, Indian River County, Florida, this 15th day of February, 2006.

Jean Roop
Notary Public, State of Florida

My commission expires:

Printed Name: __________

NOTARY PUBLIC STATE OF FLORIDA
Jean Roop
Commission # DD462165
Expires August 15, 2009
Bonded Troy Fain - Insurance Inc. 800-385-7019

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 617.0501, the following is submitted:

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned authority hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 617.0503.

Dated this 15 day of February, 2006.

MICHAEL J. GARAVAGLIA, SR.