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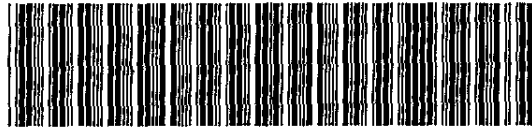
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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
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1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102-5481

March 15, 2006

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Palmetta Condominium Association, Inc.

To Whom It May Concern:

Enclosed, please find one original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation along with a check in the amount of \$78.75 for filing fees related to same.

Please file the enclosed with the State of Florida and return the certified copy to this office.

Sincerely



Wanda Quillinan
Legal Assistant

ARTICLES OF INCORPORATION
OF
PALMESTA CONDOMINIUM ASSOCIATION, INC.

A Corporation Not For Profit

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In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

PALMESTA CONDOMINIUM ASSOCIATION, INC. (the "Association") with a business address of 10981 Bonita Beach Road, Bonita Springs, Florida 34135.

II.

The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of **Palmesta**, a condominium.

The Corporation shall make no distributions of income to its members, directors or officers.

III.

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this Corporation is chartered.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:
 - 1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.
 - 2. Levy and collect assessments against members of the Association to defray the Common Expenses of the condominium, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of

-
- acquiring, owing, holding, and operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.
3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.
 4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.
 5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium, which may from time to time be established.
 6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or impose upon the Association in the Declaration and the Act.

IV.

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

- A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.
- B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owing fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.
- C. The interest 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 the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership for the purposes authorized herein, in the Declaration, and in the By-Laws.
- D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, (the "Voting Interest"), which Voting Interest may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be

entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-Laws.

- E. Until such time as the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Lee County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

V.

A. The Association shall have perpetual existence. However, in the event of dissolution of this corporation, the property consisting of the surface water management system and the right of access to the property containing the surface water management system shall be conveyed to an appropriate agency of local government. If such conveyance to a local government is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

B. The Association shall have an initial effective period of at least 25 years, with automatic renewal periods thereafter, during which the Association is bound to perform the obligations created by these documents.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within the State of Florida, as may from time to time, be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors may employ a managing agent, agency, and/or other managerial and supervisory personnel for the operation and management of the condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

- A. The number of members of the first Board of Directors shall be three. The number of members of succeeding Board of Directors shall not be less than three, or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws.

At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees or a corporate member of the Association.

- B. When Unit owners other than Bonita Springs Investments III, Inc. (the "Developer"), own fifteen per cent (15%) but less than fifty per cent (50%) of the Units that ultimately will be operated by the Association, the Unit owners other than the Developer shall be entitled to elect, in the manner to be provided in the By-Laws, not less than one-third (1/3) of the members of the Board of Directors. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:
1. Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 2. Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 3. When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
 4. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
 5. Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to Sec. 718.403, F.S., 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.
- C. Notwithstanding the foregoing the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other member of the Association. After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.

IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other office need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

NORMAN HEDRICH
10981 Bonita Beach Road
Bonita Springs, FL 34135

CLEDA HEDRICH
10981 Bonita Beach Road
Bonita Springs, FL 34135

BRADLEY HEDRICH
10981 Bonita Beach Road
Bonita Springs, FL 34135

XI

The name and address of the Incorporator of this corporation is:

Norman Hedrich
10981 Bonita Beach Road
Bonita Springs, FL 34135

XII

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President
Vice President
Secretary/Treasurer

Norman Hedrich
Bradley Hedrich
Cleda Hedrich

XIII

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and thereafter, the By-Laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

XIV

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including Attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.


XV

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether

meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than three-fourths (3/4) of the units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Lee County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Articles XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

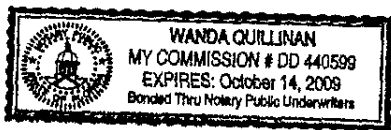
15th IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this day of March, 2006

BONITA SPRINGS
INVESTMENTS III, INC.


Norman Hedrich, Its President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation of PALMESTA Condominium Association, Inc. were sworn to, acknowledged and subscribed before me this 15 day of March, 2006, by Norman Hedrich, as President of Bonita Springs Investments III, Inc. He is personally known to me or produced _____ as identification.



(NOTARY SEAL)

NOTARY SIGNATURE
Wanda Quillinan

NOTARY PRINTED NAME

CERTIFICATE OF DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091, 617.023, and 607.034, the following is submitted:

PALMESTA CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the law of the State of Florida, has designated 10981 Bonita Beach Road, Bonita Springs, Florida 34135 as its initial Registered Office, and has named NORMAN HEDRICH, as its initial Registered Agent who is located at said address.

Norman Hedrich
NORMAN HEDRICH

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.023, and 607.034 relative to keeping open said office.

Norman Hedrich
NORMAN HEDRICH
Registered Agent

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SECRETARY OF STATE
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