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**ARTICLES OF INCORPORATION
OF**

PALM VILLAGE OF ST. JAMES CITY HOMEOWNERS' ASSOCIATION, INC.

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by John P. White, John P. White, P.A., 1575 Pine Ridge Road, Suite 10, Naples, Florida 34109, as incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation herein called the "Association", is **PALM VILLAGE OF ST. JAMES CITY HOMEOWNERS' ASSOCIATION, INC.**, and the mailing address is % John P. White, P.A., 1575 Pine Ridge Road, Suite 10, Naples, Florida 34109.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes to own, operate and maintain the Common Property of the Association and to oversee the administration and enforcement of the Covenants and Restrictions for Palm Village, located in Lee County, Florida.

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, except as limited or modified by these Articles, the Covenants and Restrictions, the Bylaws, and the applicable provisions of the Florida Statutes, as they may hereafter be amended from time to time, including without limitation, the following:

- A. To contract and sue or be sued with respect to the exercise or non-exercise of the its powers;
- B. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions for Palm Village (the "Restrictions") now or hereafter recorded in Lee County, Florida Public Records, as the same may be amended from time to time. All terms used herein which are defined in the Restrictions shall have the meaning herein as therein;
- C. To own and convey, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Association's Common Properties.
- D. 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.

This Instrument Prepared By:
John P. White
John P. White, P.A.
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109

Articles of Incorporation of
PALM VILLAGE OF ST. JAMES CITY
HOMEOWNERS' ASSOCIATION, INC.
Exhibit "C"
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- E. To promulgate rules and regulations, and make, amend or rescind Bylaws for the Association; provided that at no time shall the rules or Bylaws conflict with these Articles or the Restrictions;
- F. To pay all taxes and other Assessments which are liens against the Association;
- G. To own, protect, operate, maintain, and repair the Surface Water Management System, including all retention areas, culverts and related appurtenances.

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 Restrictions, these Articles and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the Association shall be all record owners of a fee simple interest in one or more Lots in Palm Village, as further provided in the Restrictions and Bylaws. After termination of the Association the members shall consist of those who are members at the time of such termination.
- B. 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 said member's Lot.
- C. The owners of each Lot, collectively, shall be entitled to the number of votes in Association matters as set forth in the Restrictions and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of the owners of one-fourth of the Lot Owners by instrument, in writing, signed by them.
- B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Lot Owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice

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of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

- D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

ARTICLE VII

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.
- 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 VIII

INITIAL DIRECTORS.

The initial Directors of the Association shall be:

Steve Bacardi
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109

John P. White
1575 Pine Ridge Road, Suite 10
Naples, Florida 34108

Ann E. White
1575 Pine Ridge Road, Suite 10
Naples, Florida 34109

ARTICLE IX

DISSOLUTION: The Association may be dissolved if not less than three-fourths (3/4) of the Members of the Board of Directors adopt a resolution to that effect, such resolution is approved by Declarant for so long as it is a Member, and not less than three-fourths (3/4) of the Members of the Association, and a decree is issued in accordance with Section 617.05, Florida Statutes.

ARTICLE X

DISPOSITION OF ASSETS UPON DISSOLUTION: Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall

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be distributed in the following manner:

- A. Property determined by the Board of Directors to the appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, Association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were acquired to be devoted by the Association.
- B. If not conveyed or dedicated to a governmental agency or utility, the Surface Water Management System shall be conveyed or dedicated to a similar not for profit organization so as to assure continued maintenance thereof.
- C. Any remaining assets shall be distributed among the Members subject to the limitations set forth herein, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting rights.

ARTICLE XI

INITIAL REGISTERED AGENT: The initial registered agent for this corporation is **John P. White**, and the registered office of the corporation shall be located at John P. White, P.A., 1575 Pine Ridge Road, Suite 10, Naples, Florida 34109.

ARTICLE XII

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 be 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 rights 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.

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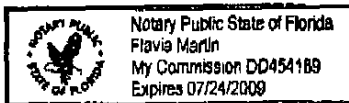
WHEREFORE, the incorporator has caused these presents to be executed this 31st day of October, 2006.



John P. White, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of October, 2006 by John P. White, who (X) is personally know to me or has produced a Florida driver license.






Signature of Notary Public
My Commission Expires: 07/24/2009 (Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PALM VILLAGE OF ST. JAMES CITY HOMEOWNERS' 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.



John P. White
Registered Agent

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TALLAHASSEE, FLORIDA

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