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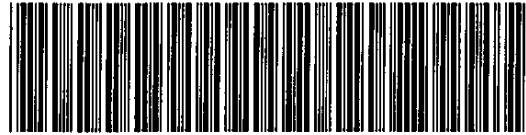
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06 DEC -7 AM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GLICKMAN, WITTERS AND MARELL, P.A.

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

ELIZABETH A. MONTGOMERY

CINDY A. CRAWFORD

TELEPHONE

(561) 478-1111

TELECOPIER

(561) 478-2433

December 6, 2006

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Palomino Executive Park Property Owners' Association, Inc.

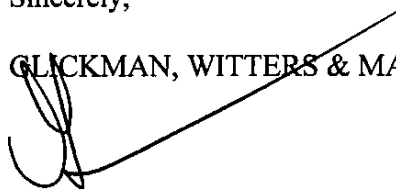
Gentlemen:

We are enclosing one (1) original and a duplicate copy of the Articles of Incorporation for the above referenced corporation together with the designation of the place of business and Registered Agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it and return it to us. Enclosed is our check in the amount of \$78.75 for the filing of these documents.

Sincerely,

GLICKMAN, WITTERS & MARELL, P.A.



Garry M. Glickman

GMG:sn

• Enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALOMINO EXECUTIVE PARK
PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation (herein, these "Articles"):

ARTICLE I

NAME PRIMARY ADDRESS

The name of the corporation shall be the PALOMINO EXECUTIVE PARK PROPERTY OWNERS' ASSOCIATION, INC., which is hereinafter referred to as the "Association". The primary address of the Association shall be 235 N. Jog Road, West Palm Beach, Florida 33413.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Palomino Executive Park recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 and the Declarations identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declarations.

The definitions set forth in the Declaration are incorporated herein by this reference, with the term "Members" as used herein being synonymous with the term "Owners" in the

Declaration, such term including Sub-Association within its meaning, and this "Association" hereunder being defined in the Declaration as the "POA".

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is an Owner under the Declaration shall be a Member of the Association.

Section 2. Voting Rights. The Association shall have one (1) class of voting membership, with each Member being entitled to cast the following number of votes: Tract 1-14; Tract 2-52; and Tract 3-34.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if the Members in good standing having the right to cast at least sixty percent (60%) of the total available votes of the Members shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declarations, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of three (3) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for the election and meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the Declarant no longer owns a Tract and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Seymour Applebaum	235 N. Jog Road West Palm Beach, Florida 33413
Susan Applebaum	235 N. Jog Road West Palm Beach, Florida 33413
Robert A. Black	235 N. Jog Road West Palm Beach, Florida 33413

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter 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 shall be a director; 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 the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Name and Office

Address

President:

Seymour Applebaum

235 N. Jog Road
West Palm Beach, Florida 33413

Vice-President

Robert A. Black

235 N. Jog Road
West Palm Beach, Florida 33413

Secretary

Robert A. Black

235 N. Jog Road
West Palm Beach, Florida 33413

Treasurer

Seymour Applebaum

235 N. Jog Road
West Palm Beach, Florida 33413

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declarations, the Declarations shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Address

Garry M. Glickman

Glickman, Witters and Marell, P.A.
1601 Forum Place, Suite 1101
West Palm Beach, FL 33401

ARTICLE X

INDEMNIFICATION

Section 1. Right to Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Other Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. No Changes. The provisions of this Article X shall not be amended.

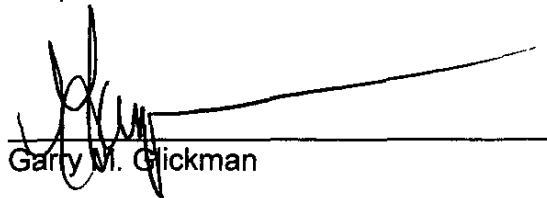
ARTICLE XI

REGISTERED AGENT

Until changed, Garry M. Glickman, shall be the registered agent of the Association and the registered office shall be at Glickman, Witters and Marell, P.A.
1601 Forum Place, Suite 1101, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this

6 day of DECEMBER 2006.



Garry M. Glickman

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of December 2006, by Garry M. Glickman, who is personally known to me and who did not take an oath.

Suzette L. Norway
NOTARY PUBLIC

Print Name: Suzette L. Norway
Commission Exp: _____
Commission No.: _____



Suzette L. Norway
My Commission DD360632
Expires October 06, 2008

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Palm Beach, State of Florida, the corporation named in said articles has named Garry M. Glickman, located at Glickman, Witters and Marell, P.A., 1601 Forum Place, Suite 1101 West Palm Beach, FL 33401 as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


REGISTERED AGENT

Dated this 6 day of December 2006

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA