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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Palmetto Hospitality of West Palm Beach Condominium**

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**ARTICLES OF INCORPORATION  
FOR  
PALMETTO HOSPITALITY OF WEST PALM BEACH  
CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be **PALMETTO HOSPITALITY OF WEST PALM BEACH CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

**ARTICLE 2**

**OFFICE**

The principal office of the Association shall be at 12709 Dallington Terrace, Winter Garden, Florida 34787 or at such other place as may be subsequently designated by the Board of Directors. The mailing address of the Association shall be 961 East Main Street, Spartanburg, South Carolina 29302 Attn: James A Ovenden. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation, administration and management of that certain condominium located in Palm Beach County, Florida, and known as **PALMETTO HOSPITALITY OF WEST PALM BEACH CONDOMINIUM** (the "Condominium").

**ARTICLE 4**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Palm Beach County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

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**ARTICLE 5**  
**POWERS**

The powers of the Association shall include and be governed by the following:

- 5.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Act.
- 5.2 **Enumeration.** The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.
  - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and/or Association Property, surface and stormwater management systems, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property and for the health, comfort, safety and welfare of the Unit Owners.
  - (f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property and Association Property.
  - (g) To contract for the management and maintenance of the Condominium Property and/or Association Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in

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carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (h) To employ personnel to perform the services required for the proper operation of the Condominium and the Association Property.
- (i) To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, by acceptance of the deed to such Owner's Unit, appoints and designates the Board of Directors of the Association as such Owner's agent and attorney-in-fact to execute, any and all such documents or consents.

- 5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 5.4 Distribution of Income; Dissolution. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).
- 5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

## ARTICLE 6 MEMBERS

- 6.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

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- 6.2 Assignment. 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 the Unit for which that share is held.
- 6.3 Voting. On all matters upon which the membership shall be entitled to vote, each Unit shall be entitled to cast one vote. If there is more than one member with respect to a Unit as a result of the fee interest in such Unit being held by more than one person, such members collectively shall be entitled to one vote for the Unit. The vote of the owners of a Unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the owners of the Unit, or, if appropriate, by properly designated officer, partners or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent such certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Unit shall not be considered for any purpose.
- 6.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**ARTICLE 7**  
**TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 8**  
**INCORPORATOR**

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

<u>NAME</u>	<u>ADDRESS</u>
CT Corporation System	1200 South Pine Island Road Plantation, Florida 33324

**ARTICLE 9**  
**OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and

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shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Dan C. Breeden, Jr.  
340 East Main Street  
Spartanburg, SC 29302

Vice President: A. Foster Chapman  
340 East Main Street  
Spartanburg, SC 29302

Treasurer: James A. Ovenden  
961 East Main Street  
Spartanburg, SC 29302

Secretary: James A. Ovenden  
961 East Main Street  
Spartanburg, SC 29302

#### ARTICLE 10 DIRECTORS

- 10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws.
- 10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 10.3 Appointment; Removal. Directors of the Association shall be appointed at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 10.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

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- 10.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dan C. Breeden, Jr.	340 East Main Street Spartanburg, SC 29302
A. Foster Chapman	340 East Main Street Spartanburg, SC 29302
James A. Ovenden	961 East Main Street Spartanburg, SC 29302

- 10.6 Standards. A Director shall discharge his duties as a Director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

#### ARTICLE 11 INDEMNIFICATION

The Association shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted under law. Without limiting the foregoing, each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed proceeding or litigation, or any settlement in which he is a party, by reason of his being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding

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the foregoing, in the event a Director or officer admits or is adjudged guilty of unlawful conduct or liable for gross negligence or willful malfeasance in the performance of his duties, the indemnification provisions of this Article 11 shall not apply.

#### **ARTICLE 12** **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

#### **ARTICLE 13** **AMENDMENTS**

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

- 13.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 13.2 **Adoption.** An amendment may be first considered by either the Board or the members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the Board or of the membership) at which time such proposed amendment shall be considered. Upon approval of a proposed amendment by either the Board or the members, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the members must be by a vote of all Owners, and approval by the Board must be by unanimous consent.
- 13.3 **Limitation.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 5.3, 5.4, or 5.5 or Article 5, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendments shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer and/or Institutional First Mortgagees, unless the Developer and/or the Institutional First Mortgagees, as applicable, shall join in the execution of the amendment. No amendment to this paragraph 13.3 shall be effective.
- 13.4 **Developer Amendments.** To the extent lawful, prior to the turnover of control of the Association to Unit Owners, the Developer may unilaterally amend these Articles by

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an instrument in writing executed by any Developer appointed member of the Board of Directors.

- 13.5 Recording. A copy of each amendment shall be filed with the Secretary of State if required by the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Palm Beach County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

**ARTICLE 14**  
**INITIAL REGISTERED OFFICE:**  
**ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CT Corporation System.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

  
Name: \_\_\_\_\_  
Jeffrey D. Butterfield  
Assistant Secretary

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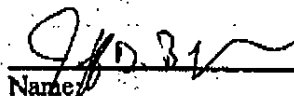
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the law 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 Association named in the said articles has named CT Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and 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.

  
Name: Jeffrey D. Butterfield  
Assistant Secretary

DATED this 26 day of March, 2007

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