

Division of Corporations

Page 1 of 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION**THE PALMS II AT SILVER PALM HOMEOWNERS ASSOCIATION,**

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Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE PALMS II AT SILVER PALM HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION**

The undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be The Palms II at Silver Palm Homeowners Association, Inc. (the "Association").

ARTICLE II

Non-profit

The Association is a non-profit corporation.

ARTICLE III

Address

The business address and the mailing address of the association is 3355 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE IV

Term

The existence of this Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V

Purpose

The purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control, and services to the residential lots and improvements thereon, and common area, within a certain subdivided tract of real property described as follows: Within a certain subdivided tract described as The Palms II at Silver Palm, according to the plat thereof filed in Public Records of Indian River County, Florida, and such additions thereto as may hereafter be

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brought within the jurisdiction of the Association for such purposes, of real property described as follows:

Lots 1 and 2, Block 9, Bethel-by-the-Sea Subdivision, according to the plat thereof, as recorded in plat book 3, page 32, of the Public Records of Indian River County, Florida.

In furtherance of such purposes, the Association shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, Restrictions, and Easements for The Palms II at Silver Palm (the Declaration) and to be recorded in the public records of Indian River County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means, including foreclosure; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote of written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by 80% of the Members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under chapter 617 of the Florida Statutes by law it may now or hereafter have or exercise.

(h) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration provisions which relate to the surface water or stormwater management system(s). Adequate assessments against members as provided in the Declarations shall be levied and collected for the cost of maintenance and operation of the surface water or stormwater management system(s).

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The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE VI Registered Agent

The street address of the initial registered office of the Association is 3355 Ocean Drive, Vero Beach, Florida 32963, and the name of its initial registered agent at such address is William J. Stewart, Esq.

ARTICLE VII Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessments by the Association, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit that is subject to assessment by the Association.

ARTICLE VIII Officers and Directors

The affairs of the Association shall be managed by its Board of Directors. The directors shall be elected or appointed as stated in the bylaws. The number of directors constituting the initial board of directors of the Association is three. The officers of the Association shall be a President, Vice President, Secretary and Treasurer. The names of the officers and directors who are to serve until the first election or appointment are as follows:

<u>Name</u>	<u>Address</u>
David J. Strupp, President, Treasurer	140 Sago Palm Road Vero Beach, Florida 32963
John Kean, Vice President, Secretary	176 North Shore Point Vero Beach, Florida 32963

ARTICLE IX Dissolution

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination,

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dissolution or liquidation.

ARTICLE X

By-Laws

The original By-Laws are to be made by the Declarant under the Declaration. The same may thereafter be amended, altered or rescinded only in accordance with the provisions of such By-Laws.

ARTICLE XI

Amendment to Articles

Amendments to the Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting for the proposed amendment and, if members have been admitted, directing that it be submitted to a vote of the members at either the annual or a special meeting. If not members have been admitted, the amendment shall be adopted by a vote of the majority of directors, and the provisions for adoption by members shall not apply.

(b) Written notice consistent with the By-Laws of the Corporation setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of Class "A" members entitled to vote thereon, and, so long as a Class "B" membership exists, the affirmative vote of the Class "B" member.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall be adopted as though the above Article IX, Sections (a) through (c) had been satisfied.

The members shall not amend the Articles of Incorporation without an act of the directors.

ARTICLE XII

Definitions

All terms used herein that are not defined shall have the same meaning as provided in the Declaration.

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ARTICLE XII
Incorporators

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
David J. Strupp	140 Sago Palm Road Vero Beach, Florida 32963

Executed at Vero Beach, Florida, on the 29th day of May, 2007.

David J. Strupp
DAVID J. STRUPP, INCORPORATOR

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 29th day of May, 2007,
by DAVID J. STRUPP, who is personally known to me or who produced
_____ as identification.



BONNIE L. MILLER
MY COMMISSION # DD 445731
EXPIRES: July 23, 2009
Bonded thru Budget Notary Services

Bonnie L. Miller
Notary Public

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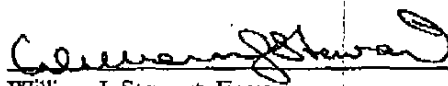
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes (1995), the following is submitted:

THE PALMS II AT SILVER PALM HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as designated in the Articles of Incorporation, Vero Beach, Indian River County, Florida, has named William J. Stewart, ESQUIRE, located at 3355 Ocean Drive, Vero Beach, FL 32963, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


William J. Stewart, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA

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