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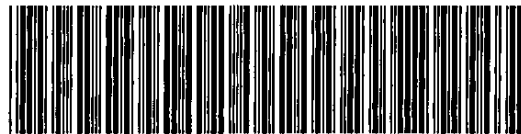
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TALLAHASSEE, FLORIDA

cd. 7-23

PULLUM & PULLUM, PA
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July 19, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

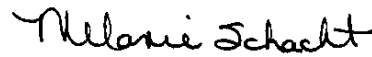
Dear Sir or Madam:

Enclosed please find our firm's check number 10583 in the amount of \$87.50 representing the filing fee, fee for certified copy and fee for Certificate of Status. Also, enclosed please find the following:

Two original Articles of Incorporation, one original Resident Agent form. Please endorse your approval on the second original of the Articles of Incorporation, certify the same and return to me, along with an acknowledgment of the filing of the Resident Agent form.

If you have any questions, or you need anything further in this regard, please do not hesitate to contact me.

Very truly yours,



Melanie Schacht
Legal Assistant

Enclosures

COVER LETTER

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

SUBJECT: Palm Tree Villas Residents Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Melanie Schacht/Pullum & Pullum, P.A.
Name (Printed or typed)

1330 W. Citizens Blvd., Ste. 701
Address

Leesburg, FL 34748
City, State & Zip

352-728-3060
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

PALM TREE VILLAS RESIDENTS ASSOCIATION, INC.

(A non-profit Florida Corporation)

We, the undersigned, hereby associate ourselves together and make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming incorporated in accordance with and under the laws of the State of Florida as a corporation not for profit.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation (hereinafter sometimes referred to as the "Association") shall be PALM TREE VILLAS RESIDENTS ASSOCIATION, INC. The street address of the principal place of business of this association is 2876 SE 163rd Street Road, Summerfield, FL 34491.

ARTICLE II. TERM OF EXISTENCE

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

ARTICLE III - PURPOSES

The general purposes for which this association is organized are as follows:

A. To provide for the orderly enjoyment of Palm Tree Villas, a residential attached townhome development ("the Subdivision") in accordance with the Plat thereof ("the Plat"), the Declaration of Covenants, Conditions, Easements and Restrictions ("the Declaration"), the Rules and Regulations ("Rules and Regulations"), the Bylaws and, the Design Review Criteria for the Subdivision as same may exist from time to time.

B. To organize the Membership, to promote the health, safety and welfare of the Members, to oversee the proper management, occupation and use of the Subdivision as a residential development intended and operated to provide "housing for older persons" in accordance with the federal Housing For Older Persons Act of 1995 and the Florida Fair Housing Act (Florida Statute Chapter 760).

C. To provide for the orderly development of the Subdivision by adopting Design Review Criteria ("the DRC") to govern initial construction, remodeling, and landscaping of Lots.

D. To borrow money, and with the assent of two-thirds (2/3) of the votes entitled to be cast by each Class of Members, mortgage, pledge, deed, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by Members entitled to vote two-thirds (2/3) of the votes of each Class of Members agreeing to such dedication, sale or

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TALLAHASSEE, FLORIDA

transfer.

F. To exercise all of the powers and privileges and to perform all of the duties, purposes and obligations of the Homeowner's Association for the Subdivision, as established in the Declaration, said Declaration being incorporated herein as if set forth at length (including the definitions).

G. To provide for the maintenance, preservation, and architectural control of the Common Area within the Property, including but not limited to Landscape areas, Wall Buffers, Roadways, Access Restriction Devices and subdivision signs located within the Property.

H. To establish, levy and collect assessments ("Assessments") from members ("Members") as appropriate and authorized by the Declaration and the Bylaws and to enforce such Assessments, if necessary, including the filing of liens against Lots for non-payment thereof, and to pay all expenses incident to the conduct of the business of the Association.

I. To acquire and maintain such personal and real property in connection with the affairs of this association and to provide from the proceeds of the assessments for the operation, administration, maintenance, repair and improvements, replacements, insurance and utilities for other property as may be acquired or maintained by the corporation.

J. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. John's River Water Management District Permit No. 42-083-110071-1 issued for the Subdivision ("St. John's Permit") requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants, Conditions, Easements and Restrictions and the St. John's Permit conditions which relate to the Surface Water or Stormwater Management System. The Association shall levy and collect adequate assessments for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

ARTICLE IV - POWERS

The corporation shall have all of the common law and statutory powers permissible under the laws of the State of Florida for a corporation not for profit now existing or as henceforth may exist, and all powers reasonably necessary to implement and effectuate the purposes of the corporation, including but not limited to the power:

A. To acquire by any means real and personal property.

B. To fix and levy assessments and enforce collection of same by filing liens or filing suits.

C. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

D. To perform all duties and exercise all powers necessary to accomplish the purposes of this Association as those purposes are identified in Article III hereof, as same may be amended from time-to-time.

ARTICLE V - MEMBERSHIP

Any Owner of a Lot, as those terms are defined in the Declaration, shall automatically become a Member of this Corporation upon the acquisition of an ownership interest in any Lot of said Subdivision. Membership in this corporation automatically terminates upon divestment of said ownership regardless of the means of divestment.

The corporation shall have two classes of voting membership as follows:

CLASS A: Class A Members shall be all Owners who shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the Co-Owners determine, but in no event shall more than one vote be cast with respect to any one Lot.

CLASS B: Class B Members shall be the Declarant (as defined in the Declaration) who shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership when the Declarant's Class B votes equal the Class A votes, provided however, that Developer may at any time convert Class B membership to Class A membership upon the execution of a notice in writing making such election, which shall be delivered to the Association.

Members are entitled to elect at least a majority of the Members of the Board at such time as Class B Membership is converted to Class A Membership as hereinabove stated. The Developer is entitled to elect at least one (1) Member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting a majority of the Members of the Board of Directors.

ARTICLE VI - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

Tim McGinnis, 2876 SE 163rd Street Road, Summerfield, Fl 34491.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Association is Tim McGinnis, 2876 SE 163rd Street Road, Summerfield, Fl 34491.

ARTICLE VIII - MANAGEMENT OF ASSOCIATION

The business affairs of this association shall be managed by a Board of Directors composed of not less than three (3) nor more than seven (7) members. The Directors of the association shall be elected as provided in the By-Laws by the membership entitled to vote at the regular annual meeting of the Members of the corporation. The names and addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

Tim McGinnis, 2876 SE 163rd Street Road, Summerfield, FL 34491

Eric McGinnis, 12125 Chester Brook Court, Fort Wayne, IN 46845

Tim McGinnis, Jr. 2876 SE 163rd St. Rd., Summerfield, FL 34491

ARTICLE IX - OFFICERS

The officers of the association shall be Members of the Board of Directors, and shall consist of a President, Vice-President and Secretary-Treasurer who are elected in accordance with the By-Laws. The names of the officers who shall serve until the first election are as follows:

President/Treasurer: Tim McGinnis

Vice-President/Secretary: Eric McGinnis

Vice-President: Tim McGinnis, Jr.

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member to the Board of Directors at any regular or special meeting of the Board of Directors. Any proposed amendment shall be first adopted by the Board of Directors upon a majority vote of the Board of Directors and proposed to the membership by the Board of Directors at any regular or special meeting of the membership called in accordance with the By-Laws. Amendment will be finally adopted upon the affirmative vote of seventy percent (70%) of the entire membership.

ARTICLE XI - BY-LAWS

The By-Laws of the association shall initially be adopted by the affirmative vote of the Board of Directors and thereafter may be altered, amended or rescinded as provided in the By Laws.

ARTICLE XII - DISSOLUTION


Association Dissolution. The Association may be dissolved with the assent given in writing and signed by Members entitled to vote not less than two-thirds (2/3) of the votes of each Class of Members. In the event the Association should dissolve, it may not dispose of any Common Area or open space by sale otherwise without first offering to dedicate same to the City of Belleview. This provision shall not prevent the Association from merging with another homeowner's association. 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 Sections 40C-42.027 F.A.C. and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIII - VA/FHA APPROVAL

For so long as there is Class B Membership in the Association, and provided FHA/VA has approved the Project and is insuring or guaranteeing any mortgages of any Lots, the following actions will require the prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, merger and consolidations, mortgaging of Common Area, dedication

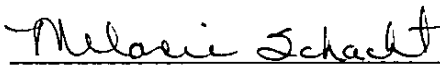
of additional Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17th day of July, 2007.


Tim McGinnis

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 17th day of July, 2007 by Tim McGinnis who (check one) ☒ is personally known to me / ☐ provided the following as proof of identity: _____.


Printed Name: _____
NOTARY PUBLIC State of Florida
Commission # _____
My Commission Expires: _____


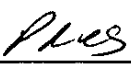
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

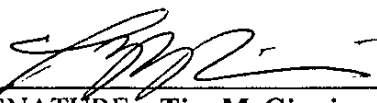
FIRST-- THAT PALM TREE VILLAS RESIDENTS ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SUMMERFIELD, STATE OF FLORIDA, HAS NAMED TIM MCGINNIS, LOCATED AT 2876 SE 163rd STREET ROAD, CITY OF SUMMERFIELD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SIGNATURE - Tim McGinnis
(Corporate Officer)

TITLE
7-17-07
DATE

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SIGNATURE - Tim McGinnis
(Resident Agent)
7-17-07
DATE