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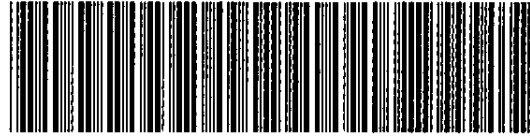
(Business Entity Name)

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2011 NOV -3 AM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers NOV 04 2011

BRYAN J. STANLEY, P.A.

ATTORNEY AT LAW

209 TURNER STREET
CLEARWATER, FLORIDA 33756

TELEPHONE (727) 461-1702
FACSIMILE (727) 461-1764
E-MAIL: bryan@bryanjstanley.com

October 31, 2011

VIA U.S. REGULAR MAIL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Plaza at Palmer Ranch Property Owners Association, Inc.
Our File No. 38072-0536

FILED
2011 NOV -3 AM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

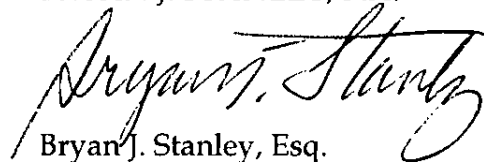
Ladies and Gentlemen:

In connection with the above-referenced, please find enclosed original and a copy of Articles of Incorporation of Plaza at Palmer Ranch Property Owners Association, Inc. for filing. Also, enclosed is our check in the amount of \$78.75 representing the filing fees.

Please proceed with the filing of the above-mentioned Articles of Incorporation and provide us with a Certified Copy of the Articles of Incorporation. Of course, please do not hesitate to contact me with any questions.

Sincerely,

BRYAN J. STANLEY, P.A.


Bryan J. Stanley, Esq.

BJS/mf
Enclosures

COVER LETTER

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

SUBJECT: Plaza at Palmer Ranch Property Owners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bryan J. Stanley, Esq.
Name (Printed or typed)

209 Turner Street
Address

Clearwater, FL 33756
City, State & Zip

727-461-1702
Daytime Telephone number

bryan@bryanjstanley.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
PLAZA AT PALMER RANCH PROPERTY
OWNERS ASSOCIATION, INC.,
a Florida corporation not-for-profit**

FILED
2011 NOV -3 AM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not-for-profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Plaza at Palmer Ranch Property Owners Association, Inc., a corporation not-for-profit organized under Chapter 617 of the Florida Statutes (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office of the Association is located at c/o Wallace Enterprises, 5370 Oakdale Road, Smyrna, GA 30082, which shall be the initial registered office of the Association.

**ARTICLE III
REGISTERED AGENT**

CT CORPORATION, whose address is 1200 South Pine Island Road, Plantation, FL 33324, is hereby appointed the initial Registered Agent of the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, operation, repair of the Surface Water or Stormwater Management System, which is situated on or within the real property (the "**Property**") described in the Declaration of Restrictions, Covenants and Conditions and Grant of Easements to be recorded in Sarasota County, Florida (the "**Declaration**") and as the same may be amended from time-to-time as therein provided. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay 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 against the property of the Association.

(c) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of Members holding all of the votes of the Association.

(d) Subject to the terms, conditions, requirements and restrictions set forth in the Declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(e) To levy and collect adequate Assessments (defined and described in the Declaration) against Members of the Association for the costs pertaining to the Surface Water or Stormwater Management System (defined and described in the Declaration).

(f) To operate, maintain, repair and manage the Surface Water and Stormwater Management System, including without limitation all lakes, preservation areas, conservation areas, mitigation areas, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District ("SWFWMD") and Sarasota County, Florida Permits (as defined and described in the Declaration) and applicable Laws (as defined and described in the Declaration) pertaining to the Property, and to assist in the enforcement of the restrictions and covenants which relate to the Surface Water or Stormwater Management System.

(g) In accordance with the Declaration, to adopt and publish rules and regulations governing the use of and operation of the Surface Water and Stormwater Management System, and to establish penalties for any infraction thereof.

(h) To sue and be sued in the name of the Association.

ARTICLE V **MEMBERSHIP**

Every person or entity who is, from time to time, a record owner of a fee or undivided fee interest in any Lot (as defined and described in the Declaration) which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing shall not include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) Directors nor more than seven (7), who need not be Members of the Association (the "**Board**"). The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association. The Owner of Lot 1 shall have the right to appoint one (1) director, and the Owner of Lot 2 shall have the right to appoint the balance of the directors. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

James C. Wallace, III
Address: 5370 Oakdale Road, Smyrna, GA 30082

Tiffany W. Gough
Address: 5370 Oakdale Road, Smyrna, GA 30082

Robert B. Boos
Address: 2651 McCormick Drive, Clearwater, FL 33759

The manner in which the directors are appointed is as stated in the Bylaws.

ARTICLE VII
DISSOLUTION

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of all of the Members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust, or other organization to be used for purposes similar to those for which this Association was created.

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, Florida Administrative Code, and be approved by the SWFWMD and/or Sarasota County, Florida, as applicable, prior to such termination, dissolution, or liquidation.

ARTICLE VIII
DURATION

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

ARTICLE IX **AMENDMENTS**

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of all of the Members of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Property or any portion thereof. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE X **BYLAWS**

The Bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XI **INCORPORATOR**

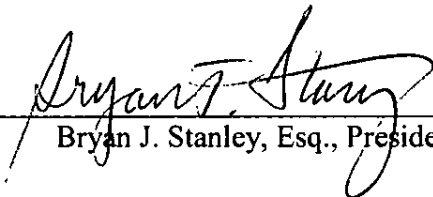
The name and address of the incorporator is:

Bryan J. Stanley, Esq.
Bryan J. Stanley, P.A.
209 Turner Street
Clearwater, Florida 33756

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 31st day of Oct., 2011.

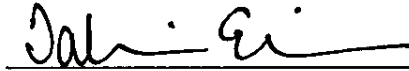
"INCORPORATOR"

BRYAN J. STANLEY, P.A.

By: 
Bryan J. Stanley, Esq., President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of October 2011, by Bryan J. Stanley, Esq., President of Bryan J. Stanley, P.A., who is personally known to me.


Notary Public - (Signature)
Print Name: _____
My Commission Expires: _____

TABITHA ANN EISEMAN
Notary Public, State of Florida
My Comm. Expires Feb. 06, 2016
No. EE 62451

CONSENT OF REGISTERED AGENT

Registered Agent: C T CORPORATION SYSTEM

Address: 1200 South Pine Island Road
Plantation, FL 33324

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

By: Barbara A. Burke
Barbara A. Burke, Registered Agent
Special Assistant Secretary

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2011 NOV -3 AM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA