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FLORIDA PROFIT/NON PROFIT CORPORATION
Palm Landings Land Condominium Association, Inc.

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ARTICLES OF INCORPORATION OF

PALM LANDINGS LAND CONDOMINIUM ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

ARTICLE I

The name of the Association is Palm Landings Land Condominium Association, Inc., and the corporate office address is 200 E. Canton Avenue, Suite 102, Winter Park, Florida 32789.

ARTICLE II

PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act"), for the operation of Palm Landings Land Condominium, located in Flagler County, Florida (the "Condominium"). A declaration entitled Declaration of Condominium for Palm Landings Land Condominium ("Declaration") will be recorded in the Public Records of Flagler County, Florida, and shall govern all of the operations of the Palm Landings Land Condominium. All capitalized terms not defined herein shall have the meanings set forth in the Declaration.

ARTICLE III

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, and as provided in these Articles, the Declaration, the Bylaws or the Act, and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may hereafter be amended, including, but not limited to the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the assessments in the exercise of its powers and duties.
- B. To maintain, repair, replace and operate the Condominium Property.
- C. To purchase insurance upon the Condominium Property for the protection of the Association, its members, and their mortgagees.

- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.
- F. To approve or disapprove the transfer, mortgage, ownership and occupancy of Units, as provided by the Declaration and the Bylaws.
- G. To enforce the provisions of the Act, the Declaration, these Articles, and the Bylaws of the Association.
- H. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other personnel necessary to perform the services required for proper operation of the Condominium.
- J. To acquire real and personal property in the name of the Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP

- A. The members of the Association shall consist of all record owners of a fee simple interest in one or more Units in the Condominium, and as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.
- B. After receiving approval of the Association as required by the Declaration, change of membership shall be established by recording in the Public Records of Flagler County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to its unit.

- D. Each owner of a unit shall be entitled to the number of votes in Association matters as set forth in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM

The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS

Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment. Notwithstanding anything contained herein to the contrary, the Declarant shall have the right to unilaterally make amendments to these Articles without the consent or joinder of the Owners or their mortgagees, so long as the Declarant is selling or leasing Units in the ordinary course of business and control of the Association has not been turned over to Owners other than the Declarant. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Flagler County, Florida.

ARTICLE VIII

DIRECTORS AND OFFICERS

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but no fewer than three (3) Directors, initially appointed by the Declarant, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Declarant, all Directors must be members of the Association.

- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of, the Board.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is:

Scott D. Clark
700 W. Morse Blvd
Suite 101
Winter Park, Florida 32789

The Initial Officers and Directors of the Association and their addresses shall be:

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|---------------------|---|
| Director/President: | Scott Culp 200 E. Canton Avenue, Suite 102 Winter Park, Florida 32789 |
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| Director/Vice President/ Treasurer | Paul M. Missigman 200 E. Canton Avenue, Suite 102 Winter Park, FL 32789 |
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| Director/Secretary: | Dean C. Price II 200 E. Canton Avenue, Suite 102 Winter Park, FL 32789 |
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ARTICLE XI

INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

Clark, Albaugh, & Rentz, LLP
700 W. Morse Blvd, Suite 101
Winter Park, Florida 32789

ARTICLE XII

INDEMNIFICATION

The Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not apply to:

- A. Gross negligence or willful misconduct in office by any Director or Officer.
- B. Any criminal action, unless the Director or Officer acted in good faith and a manner he or she reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or Officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Subsection (1) or Subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of December, 2014.

INCORPORATOR:




Scott D. Clark

ACCEPTANCE OF REGISTERED AGENT:

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:



Scott D. Clark