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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

PALMETTO LANDING AT BABCOCK RANCH HOMEOWNERS' ASSOCI

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ARTICLES OF INCORPORATION FOR
Palmetto Landing at Babcock Ranch Homeowners' Association, Inc.
(a corporation not-for-profit)

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be Palmetto Landing at Babcock Ranch Homeowners' Association, Inc., a Florida not-for-profit corporation (the "**Association**").

ARTICLE II. – DEFINITIONS

Except as otherwise defined herein, capitalized terms defined in the Declaration of Covenants, Conditions and Restrictions of Palmetto Landing at Babcock Ranch (the "**Declaration**") recorded, or to be recorded, among the Public Records of Charlotte County, Florida by D.R. Horton, Inc., a Delaware corporation (the "**Declarant**") shall have the same meaning or definition as the meaning or definition ascribed thereto in the Declaration when used in these Articles.

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ARTICLE III. - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966.

ARTICLE IV. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping, surface water management systems, and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.

2. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements as provided in the Declaration, which may include walls, fences, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

3. To operate without profit for the benefit of its Members.

4. To perform those functions granted to or reserved by the Association in the Declaration.

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ARTICLE V.- GENERAL POWERS

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

5. To pay taxes and other charges, if any, on or against the Association Property and the Common Area.

6. To have all express powers conferred upon the Association by the Declaration, Chapter 617 and the HOA Act, except as prohibited herein.

7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property.

9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

10. To sue and be sued.

11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

12. To operate and maintain surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the Permit, and to contract for services to provide for such operation and maintenance.

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13. To contract for services for the operation, maintenance, and management of Common Areas and Association Property and all other property dedicated to or maintained by the Association.

14. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the Class A Membership.

ARTICLE VI. - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII. - MEMBERS

1. Every Owner of a Lot which is subject to Assessment shall be a Member of the Association and subject to the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant and Builders (until the Class B membership ceases to exist) and shall be entitled to one 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each of the votes held by all other Members of the Association; provided, however, that notwithstanding any provision to the contrary, the Declarant shall have the right to appoint the entire Board of Directors of the Association until such time as provided in the Declaration. At such time, the Declarant shall call a meeting in accordance with the provisions herein for Special Meetings, to provide for the turnover of control of the Board of Directors to the Members. The Declarant shall have the right, in its sole discretion, to appoint one member of the Board of Directors for so long as the Declarant owns at least five percent (5%) of the Lots within the Property. Further, pursuant to Section 720.307(2) of the HOA Act, Members are entitled to elect one (1) member of the Board of Directors (a "**Pre-Turnover Director**") when fifty percent (50%) of all the Lots ultimately planned for the Community are conveyed to Members other than Declarant, provided such Members other than Declarant exercise this right. In the event the Members other than Declarant do not exercise the right to elect a Pre-Turnover Director, then a vacancy on the Board of Directors shall occur and the remaining members of the Board of Directors may fill such vacancy. The term of office for the Pre-Turnover Director shall end at the next annual Members meeting after the Pre-Turnover Director's election, or on the date the election after Declarant is no longer the Class B Member takes place, whichever occurs first.

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ARTICLE VIII. - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors until Turnover, following which the Board of Directors shall be comprised of at least five (5) directors. The members of the initial Board of Directors and their street addresses are:

Chris Quarles	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
Oliver Bacovsky	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
Rebecca Sarver	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966

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Members of the Board of Directors appointed by the Declarant or its designated successor or assigns need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

At the Turnover meeting or the first annual election to the Board of Directors after the Declarant is no longer the Class B Member, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. Directors appointed by the Declarant shall serve until Turnover or until removed from office by the Declarant. All other Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE IX. - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Chris Quarles 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
Vice President:	Oliver Bacovsky 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
Secretary and Treasurer:	Rebecca Sarver 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966

ARTICLE X. - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Corporation's initial registered office is 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966 and the name of the initial Registered Agent at such address is D.R. Horton, Inc.

ARTICLE XI.- CORPORATE EXISTENCE

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities and other dedicated property and related infrastructure shall be conveyed or dedicated to an appropriate governmental unit or public unit and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association. In addition, if the Association is dissolved, property dedicated to the Association and corresponding infrastructure will be conveyed or dedicated to a similar not-for-profit organization or entity for continued maintenance and operation.

ARTICLE XII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

For so long as Declarant is the Class B Member, but subject to the general restrictions on amendments which require approval of the SFWMD as set forth below, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except as provided herein and except to the extent limited by applicable law as of the date the Declaration is recorded. From and after the expiration of Declarant's Class B membership, amendment of these Articles requires the approval of at least two-thirds of the membership votes. Notwithstanding the foregoing, (i) no amendment of these Articles shall 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 Declarant, unless the Declarant joins in the execution of the amendment and (ii) no provisions relating to the Builders' rights may be amended without the consent of the Builder(s) affected by such proposed amendment; and (iii) no amendment to these Articles shall be effective without the prior written approval of the Founder during the

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"Development and Sale Period" under the Master Declaration or the Master Association thereafter, as required by the Master Declaration.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments that are not inconsistent with the requirements of the Master Declaration and solely for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration or Master Declaration may not be amended except as provided in such Declaration or Master Declaration. Additionally, the provisions which are governed by the By-laws of this Association may not be amended except as provided in the By-laws.

Any amendment to these Articles that would alter the surface water management or drainage systems, conservation areas, preserve areas, easements related thereto or any water management areas of the Common Areas must have the prior approval of the SFWMD. Any such proposed amendments must be submitted to the SFWMD for a determination of whether the amendment necessitates a modification to the SFWMD Permit. If the proposed amendment necessitates a modification to the SFWMD Permit, the modification to the SFWMD Permit must be approved by the SFWMD prior to the amendment to these Articles.

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ARTICLE XIV. - INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of

the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

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ARTICLE XV. - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. With the exception of Directors and Officers appointed by the Class B Members, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

ARTICLE XVI. - DISSOLUTION

Upon prior written approval of the Founder or the Master Association as required by the Declaration and the Master Declaration, the Association may be dissolved in accordance with the procedures set forth in Section 617.1402, Florida Statutes, if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE XVII – INCORPORATOR

The name and address of the Incorporator is:

Name: D.R. Horton, Inc.
Address: 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof this 31st day of January 2022.

D.R. Horton, Inc., a Delaware corporation

By: _____
Name: Justin Robbins
Title: Vice President

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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Palmetto Landing at Babcock Ranch Homeowners' Association, Inc. this 31st day of January, 2022.

D.R. Horton, Inc., a Delaware corporation

By: _____
Name: Justin Robbins
Title: Vice President

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