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(Business Entity Name)

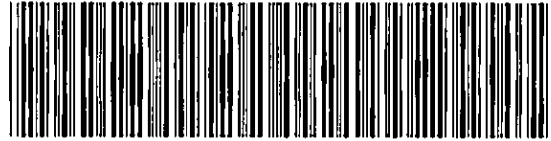
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DIVISION OF CORPORATIONS

2022 DEC 13 10:00 AM

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2022

CAPITAL CONNECTION, INC.

SUBJECT: PALM ISLAND OWNERS ASSOCIATION, INC.
Ref. Number: W22000150602

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document does not meet the minimum number of director's requirement. According to Florida Statute 617.0803 a board of directors must consist of three or more individuals.,

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham
Regulatory Specialist II
New Filing Section

Letter Number: 722A00027169

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PALM ISLAND OWNERS

ASSOCIATION, INC.

Signature _____

Requested by:

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF INCORPORATION

OF

PALM ISLAND OWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, as amended, and does hereby certify:

ARTICLE I

NAME

The name of the corporation shall be **PALM ISLAND OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II

PRINCIPAL OFFICE

The principal street address and mailing address of the Association is:

106 Heron Turn
Panama City Beach, Florida 32407

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION; DEFINITIONS

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and the specific purposes for which it was formed are to provide for maintenance, preservation, and architectural control of lots and common areas within the residential development known as Palm Island as the same becomes subject to the Declaration of Covenants, Conditions, and Restrictions for Palm Island to be recorded in the Public Records of Bay County, Florida (the "Declaration"), and to promote the welfare of the Owners within the Properties and to:

- a) Meet for the purpose of ascertaining the purposes or activities or eliciting the desires in which its membership is interested.
- b) Provide for the election or appointment of representatives, directors, and officers, as provided in the Bylaws, for the purposes of directing, managing, organizing the Association's activities.

- c) Exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration as recorded in the public records of Bay County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- d) Promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate any of the purposes, and to coordinate or manage all activities for which the Association is organized.
- e) Have and to exercise any and all powers, rights, and privileges which a nonprofit corporation organized under the laws of the State of Florida may now or hereafter have or exercise unless otherwise limited by the Association's Declaration or Bylaws.
- f) Establish, collect, and disburse General and Special Assessments to be used for attainment of any of its purposes or functions or for the improvement, maintenance, facilitation, and upkeep of the Common Areas.
- g) Manage, control, operate, maintain, repair, and improve Common Areas, incorporeal interests, easements, herms, and drainage easements, drainage retention areas, ponds, etc. that are located within or nearby the Properties (including adjacent or contiguous property that becomes part of the Properties or to the extent specifically authorized by the Board of Directors) in a manner consistent with the requirements of governmental rules and regulations and to assist in the enforcement of the restrictions and covenants contained therein.
- h) Enforce covenants, conditions, or restrictions affecting the Properties (including adjacent or contiguous property that becomes part of the Properties or to the extent specifically authorized by the Board of Directors) to the extent the Association may be authorized to do so under any Declaration or Bylaws.
- i) Enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association or in association with any person, entity, or public or private entity or agency.
- j) Levy and collect adequate assessments against Association's members and lots for the cost of maintenance and operation of all activities, Common Areas as authorized by the Declaration, the Association's Members, or Board of Directors.

The definitions contained in the Declaration are incorporated herein by reference and made a part hereof.

ARTICLE IV
BOARD OF DIRECTORS; MANNER OF ELECTION

- a) **Number and Qualification.** The Properties, business, and affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) directors appointed by the Declarant, unless and until the size of the Board is changed in the manner provided by the Bylaws. Directors, other than those representing the Declarant, must be Lot Owners, or if a Lot is owned by an entity, directors, other than those representing the Declarant, must own an equitable or beneficial interest in the Lot Owner.
- b) **Duties and Powers.** All of the duties and powers of the Association existing under Chapter 617, Florida Statutes, as amended, the Declaration, the Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Lot Owners when such approval is specifically required.
- c) **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- d) **Term of Class "B" Member's Directors.** The Declarant shall appoint the members of the Board of Directors and their replacements who shall hold office for the periods described in the Declaration.
- e) **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Name: Kirit Bhula

Address: 106 Heron Turn
Panama City Beach, FL 32407

Name: Taruna Bhula

Address: 106 Heron Turn
Panama City Beach, FL 32407

FILED
12-11-07
12:00 PM
CLERK OF DISTRICT COURT
PANAMA CITY BEACH, FLORIDA

Name: Dooniya Bhula
Address: 106 Heron Turn
Panama City Beach, FL 32407

ARTICLE V OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated by the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of the officers, for filling vacancies, and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name: Kirit Bhula, President and Treasurer

Address: 106 Heron Turn
Panama City Beach, FL 32407

Name: Taruna Bhula, Vice President and Secretary

Address: 106 Heron Turn
Panama City Beach, FL 32407

ARTICLE VI AMENDMENTS

Amendments to the Articles shall be proposed and adopted in the following manner:

- a) **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes, as amended. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- b) **Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes, as amended.

**ARTICLE VII
MEMBERSHIP AND VOTING**

- a) **Mandatory Membership.** The Declarant, and every Owner as defined in the Declaration, must be a Member of the Association. Except for the Declarant, membership shall be appurtenant to and may not be separated from ownership of any Lot. All of the Association's Members agree to be bound by the terms and provisions of the Declaration, the Articles, and the Bylaws and operating procedures as may be promulgated by the Association from time to time.
- b) **Classes of Membership.** The Association shall have two (2) classes of membership: The Class "A" Members shall be the Lot Owners in the Association except for the Declarant, which shall be the sole Class "B" Member. Class "A" Members and Class "B" Members are more particularly described in the Declaration.
- c) **Voting Rights.** The voting rights in the Association shall be as follows:
- i) In any situation where there is more than one Owner of a Lot, the vote for such Lot shall be exercised as the co-Owners determine among themselves and advise the secretary of the Association in writing prior to the vote being taken. Absent such advice, the Lot's vote shall be suspended if more than one person seeks to exercise it. No vote shall be exercised on behalf of any Lot if any assessment for such Lot is delinquent. In addition, no vote shall be exercised for any property which is exempt from assessment.

**ARTICLE VIII
REGISTERED AGENT**

The name and Florida street address of the Association's registered agent is:

Nicole Jones
Burg Wynn, P.A.
215 Harrison Avenue
Panama City, Florida 32401

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

Kirit Bhula
106 Heron Turn
Panama City Beach, FL 32407

ARTICLE X DURATION

The Association shall have perpetual existence, unless dissolved in accordance with applicable law. In the event the Association is dissolved, and to the extent that responsibility for any surface water management system is the responsibility of the Association, then the properties consisting of such surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar not for profit organization.

ARTICLE XI BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless the Declarant, every officer, every Director, and every Architectural Review Committee ("ARC") member and committee member, their heirs, executors, and administrators against all damages, liabilities, and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he, she, or it may be a party by reason of being the Declarant, or having been an officer, director, ARC member, or committee member, except that such obligation to indemnify shall be limited to those actions for which liability is limited under the Declaration, these Articles, and Florida law.

The officers, directors, ARC members, and committee members shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own individual, willful misfeasance, malfeasance, willful misconduct, or bad faith. The officers and directors, ARC members, and committee members shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association (except to the extent that such officers or directors, ARC members, or committee members may also be a member of the Association). The Association shall

IN WITNESS WHEREOF, the Incorporator has affixed its signature this 6 day of December, 2022.

2415
1900

PALM ISLAND OWNERS ASSOCIATION,
INC.

A handwritten signature in black ink, appearing to read 'Kirit Bhunia', written over a horizontal line.

By: Kirit Bhunia
Its: President and Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

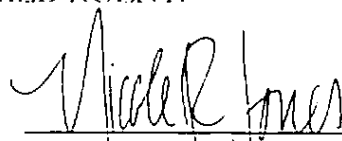
The name of the corporation is:

PALM ISLAND OWNERS' ASSOCIATION, INC.

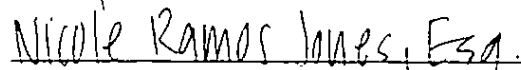
The name and address of the registered agent and office is:

Nicole Ramos Jones, Esq.
Burg Wynn, P.A.
215 Harrison Avenue
Panama City, FL 32401

PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent



Printed Name and Title

FILED
JAN 12 2014
CLERK OF COURT
JAN 12 2014