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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 998598 4329479

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : October 16, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 998598-005

CUSTOMER NO: 4329479

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CUSTOMER: Alexandra Jensen, Legal Asst  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: THE PALMS COUNTRY CLUB AND  
RESORT CONDOMINIUM  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
98 OCT 16 PM 2:12

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OCT 16 PM 12:09  
DIVISION OF CORPORATIONS  
10/16/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 PM 2:12

ARTICLES OF INCORPORATION  
OF  
THE PALMS COUNTRY CLUB AND RESORT CONDOMINIUM ASSOCIATION, INC.

(a not-for-profit corporation)

We the undersigned, being natural persons competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, adopt, subscribe, and acknowledge the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be The Palms Country Club and Resort Condominium Association, Inc. ("Association"). The street and mailing address of the principal office of the Association is 7951 Fantasy Heights Boulevard, Kissimmee, Florida 34747, or at such other place as subsequently designated by the Board of Directors.

ARTICLE II. DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as defined in the Declaration of Condominium for The Palms Country Club and Resort, a Condominium, as the same may be amended and supplemented from time to time ("Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III. TERM OF EXISTENCE

The Association shall exist for the life of The Palms Country Club and Resort, a Condominium ("Condominium"), and shall be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to act as the governing association of the Condominium located in Osceola County, Florida, and for any other lawful purposes.

ARTICLE V. POWERS

The Association shall have all common law and statutory powers permitted a not-for-profit corporation under Florida law which are not in conflict with these Articles, together with such additional specific powers as are contained in the Declaration and Bylaws.

ARTICLE VI. QUALIFICATION OF MEMBERS,  
THE MANNER OF THEIR ADMISSION, AND VOTING

Section 1. The Incorporators constitute the sole members of the Association until the recording of the Declaration naming the Association as the condominium association thereunder. On the recording of the Declaration, Tempus Palms International, Ltd., a Florida limited partnership ("Developer") shall hold all memberships in the Association. When the purchase price is paid and the deed for a Unit or a Unit Week is issued and recorded, the Owner automatically becomes a member of the Association. As and if additional phases are added to the Condominium, Developer initially shall hold all

new memberships created, until the purchase price is paid and the deed for a Unit or a Unit Week is issued and recorded at which time membership shall pass to the Owner.

Section 2. Ownership of a Unit or Unit Week shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall terminate on the termination of the Condominium or on the transfer of ownership of the Unit or Unit Week (for that Unit or Unit Week only if more than one is owned), provided the transfer is accomplished in accordance with all of the provisions of the Declaration. The transferor's membership automatically shall transfer and be vested in the new Owner succeeding to the ownership interest in the Unit or Unit Week, subject to a lien for all unpaid assessments, charges, and expenses, except as provided in Section 8.1(b) of the Declaration, if applicable. The Association may rely on a recorded deed as evidence of the transfer of ownership to terminate the transferor's membership and recognize the membership of the transferee.

Section 4. An Owner of a Unit not committed to the Vacation Ownership Plan is entitled to fifty-one (51) votes in the Association. An Owner is entitled to one (1) vote for each Annual Unit Week which the Owner owns. An Owner is entitled to one-half (1/2) vote for each Biennial Unit Week which the Owner owns. An Owner of a Commercial Unit is not entitled to any vote.

#### ARTICLE VII. INCORPORATORS

The name and address of the Incorporator of the Association is as follows:

A.G.C. Co.                      200 S. Orange Avenue, Suite 2300, Orlando,  
Florida 32801

#### ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed and conducted by a Board of Directors. The number, terms of office, and provisions regarding election, removal, and filling of vacancies on the Board of Directors shall be as set forth in the Bylaws.

Section 2. The initial Board of Directors shall consist of three (3) persons. The names and addresses of the initial Board of Directors who shall hold office until their successors have been duly elected and qualified as provided in the Bylaws are as follows:

Ron Leventhal                      5259 W. Oakridge Road  
Orlando, Florida 32819

Roger Farwell                      5259 W. Oakridge Road  
Orlando, Florida 32819

Alan Rainey                      5259 W. Oakridge Road  
Orlando, Florida 32819

## ARTICLE IX. OFFICERS

The officers of the Association shall consist of president, vice president, secretary, treasurer, and other officers the Board of Directors may from time to time deem appropriate. The officers of the Association shall be elected at the first meeting of the Board of Directors and at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the Board of Directors either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:

Ron Leventhal  
Roger Farwell  
Alan Rainey

President  
Vice President  
Secretary/Treasurer

## ARTICLE X. BYLAWS

The Bylaws are to be made or approved by the initial Board of Directors and may be amended, altered, modified, or rescinded as set forth in the Bylaws and as permitted by law.

## ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of a majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of the annual meeting.

(c) At such meeting having a quorum in attendance in person or by proxy, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted on receiving the affirmative vote of 75% of the number of votes cast by the members in person or by proxy at such meeting.

Section 2. Any number of amendments may be submitted to the members and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles of Incorporation to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages on any Condominium Property or on property held by the Association. No amendment shall be made that is in conflict with Chapters 718 or 721 or the Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapters 718 or 721 or the Declaration shall be effective without the written consent of the Developer.

#### ARTICLE XII. ADDITIONAL PROVISIONS

Section 4. No officer, director, or member shall be personally liable for any debt or other obligation of the Association except as provided in the Declaration.

Section 5. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers. The Association may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits on its members as permitted by law and on dissolution or final liquidation may make distribution to its members as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 6. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.

Section 7. When the context of these Articles of Incorporation permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 8. Should any paragraph, sentence, phrase, or portion of any provision of these Articles of Incorporation, the Bylaws, or Condominium Rules and Regulations be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

#### ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process on the Association is:

A.G.C. Co.                      200 S. Orange Avenue, Suite 2300, Orlando,  
Florida 32801

In witness whereof, the undersigned has caused these Articles of Incorporation to be executed this 15<sup>th</sup> day of October, 1998.

A.G.C. Co.

By: G. Thomas Ball  
G. Thomas Ball  
As its: Vice-President


STATE OF FLORIDA )  
 ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of October, 1998, by G. Thomas Ball, Vice Pres. of A.G.C. Co., on behalf of the corporation. ~~He~~ is personally known to me, or has produced as identification.

(NOTARY SEAL)

Connie S. Walker  
(Notary Signature)

Connie S. Walker  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

 Connie S. Walker  
MY COMMISSION # CC520222 EXPIRES  
June 18, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 16 PM 2: 12

#### ACCEPTANCE BY AGENT

The undersigned, having been designated as agent for service of process on The Palms Country Club and Resort Condominium Association, Inc. within the State of Florida, at the place designated in Article XIII of the foregoing Articles of Incorporation, accepts the appointment as registered agent for The Palms Country Club and Resort Condominium Association, Inc. and is familiar with and accepts the obligations of this position.

A.G.C. Co.

By: *G. Thomas Ball*  
G. Thomas Ball  
As its: Vice-President