

**ARTICLES OF INCORPORATION
OF
VILLAGE AT PALM COAST
HOMEOWNERS ASSOCIATION, INC.**

(A corporation not for profit)

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, a resident of Florida of full age, has this day adopted these Articles of Incorporation for the purpose of forming a corporation not for profit and so hereby certify:

**ARTICLE I
DEFINITIONS**

All terms defined in the Declaration of Restrictive Covenants and Easements of VILLAGE AT PALM COAST, Phase I, subdivision (recorded in Official Records Book 33, Page 1-4, Flagler County, Florida) ("Declaration") shall have the same meanings herein as in the Declaration.

**ARTICLE II
NAME**

The name of the corporation is VILLAGE AT PALM COAST HOMEOWNERS ASSOCIATION, INC., hereafter referred to as the "Association".

**ARTICLE III
PRINCIPAL OFFICES**

The principal office of the Association is located at 13 Eisenhower Place, Palm Coast, Florida 32164.

**ARTICLE IV
REGISTERED AGENT**

Palmetto Charter Services, Inc., whose address is 150 Magnolia Avenue, Daytona Beach, Florida 32114, is hereby appointed the initial registered agent of this Association.

**ARTICLE V
PURPOSES 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 formed are to provide for maintenance and preservation of common property, facilities and amenities conveyed to the Association by Longview Village Development Company, a Kansas corporation, its successors and assigns, or by others with the consent of Longview Village Development Company and to promote the health, safety and welfare

of the residents within property submitted to the jurisdiction of this Association. In furtherance of their purposes, the Association shall have the power to:

(a) 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 as the same may be amended and supplemented from time to time.

(b) fix, levy, collect and enforce payment by any lawful means, of all charges, fines or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all 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, and the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) employ personnel and retain independent contractors and professionals to enter into any agreements consistent with the purposes of the Residential Association, including contracts or for professional management and to delegate to such professional management certain powers and duties of the Association.

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area.

(h) have and exercise any and all common law and statutory powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, shall automatically be a member of the Association.

The foregoing is not intended to include persons or entities who 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 VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The Class A Members shall be all Owners of Lots, the titles to which have been conveyed by the Declarant, the Successor Declarant or the Assignee of the development rights to such owners, and Class A Members shall be entitled to one (1) vote for each subdivision lot owned. In the event of multiple ownership, i.e., more than one (1) person or entity constitute the owners of a single lot, all such owners shall be members of the Association. The vote for such lot shall be exercised as the multiple owners may determine among themselves, provided, however, that under no circumstances shall more than one (1) vote be cast with respect to any one (1) lot.

Class B. The Class B Member shall be the Declarant, or a Successor Declarant, or the Assignee of the development rights hereunder. The Class B Member shall be entitled to twelve (12) votes for each subdivision lot owned in VILLAGE AT PALM COAST subdivision. The Class B Membership shall cease to exist and shall be converted into Class A Membership upon the happening of either of the following events, whichever shall first occur:

(a) Within three (3) months after the Declarant, the Successor Declarant or the Assignee of the development rights hereunder conveys ninety (90%) percent of the Lots in all phases (including proposed phases) of VILLAGE AT PALM COAST subdivision; or

(b) Upon voluntary conversion by Declarant, its successors or assigns, of its Class B Membership to Class A Membership; said conversion to be established by written notice by Declarant to the Association; or

(c) Upon the expiration of ten (10) years after the date of closing on the sale of the first (1st) Lot by the Declarant.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors initially composed of three (3) directors. Directors need not be members of the Association. The number of directors may be changed by amendment of the Bylaws but shall not be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
William F. McCroy, Jr.	13 Eisenhower Place Palm Coast, Florida 32164
Frank Castigiovanni	13 Eisenhower Place Palm Coast, Florida 32164
Jeffrey T. Montgomery	2713 West 116 th Street Leewood, Kansas 66211

**ARTICLE IX
BYLAWS**

Bylaws of the Association shall be adopted by the Board of Directors and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by holders of not less than three-fourths (3/4) of the total votes. 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XI
DURATION**

This Association shall exist perpetually.

**ARTICLE XII
AMENDMENTS**

The Declaration allows certain amendments and supplements to the Declaration to be effected by the Declarant alone and the Declarant may amend these Articles to bring the Articles into conformity with any such amendment or supplement without the joinder or consent of any Class A Member. Otherwise, amendment of these Articles shall require the assent of holders of two-thirds (2/3) of the total votes entitled to be cast. No such amendment shall conflict with the Declaration and no amendment shall diminish without interference with the rights and privileges of the Declarant without its specific written consent.

**ARTICLE XIII
RESTATEMENT OF ARTICLES**

(a) All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the name of Association and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XII hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the including of the properly adopted amendments.

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(b) Upon filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Association.

(c) Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XII are complied with. In such event, the Articles of Incorporation shall be specifically designated as Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator has executed these Articles of Incorporation this day of _____, 2000.

Mark A. Watts

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**DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent for the above-stated Association, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.

Palmetto Charter Services, Inc.

By: _____
Thomas S. Hart

Dated: _____