

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PALMA SOLA TRACE VILLAS HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, filed on January 25, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000020618. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N06000000795.

Authentication Code: 806A00005674-012606-N06000000795-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-sixth day of January, 2006



*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State



January 26, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PALMA SOLA TRACE VILLAS HOMEOWNER'S ASSOCIATION, INC.  
325 SOUTH BOULEVARD  
TAMPA, FL 33606

The Articles of Incorporation for PALMA SOLA TRACE VILLAS HOMEOWNER'S ASSOCIATION, INC. were filed on January 25, 2006, and assigned document number N06000000795. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number E06000020618.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4 or by going to their website at [www.irs.ustreas.gov](http://www.irs.ustreas.gov).

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Doris Brown  
Document Specialist  
New Filings Section  
Division of Corporations

Letter Number: 806A00005674

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**ARTICLES OF INCORPORATION**  
**OF**  
**PALMA SOLA TRACE VILLAS HOMEOWNER'S ASSOCIATION, INC.**  
**A Florida Corporation Not For Profit**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation is Palma Sola Trace Villas Homeowner's Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

**ARTICLE II**  
**OFFICE AND REGISTERED AGENT**

This Association's registered office is 325 South Boulevard, Tampa, Florida 33606 Hillsborough County, Florida, and its registered agent is Judith L. James, who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III**  
**PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called the Property) in Manatee County, Florida and more particularly described as Palma Sola Trace Villas.

Judith L. James  
Molloy & James  
325 S. Blvd., Tampa, FL 33606  
(813) 254-7157

1/04/06 Palma Sola Trace Villas

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**ARTICLE IV  
POWERS**

Without limitation this Association is empowered to:

- a. Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded in the Public Records of Manatee 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 in full;
- b. Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.
- c. Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- d. Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities.
- e. Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- f. Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.
- g. Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

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h. Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area, consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

i. General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

j. Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Common Area with respect to the use and maintenance thereof; to sue and be sued.

**ARTICLE V  
MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

**ARTICLE VI  
VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), 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

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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, and shall be entitled to Nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for any Property annexed or planned for annexation by Declarant,
- b. On January 1, 2010, or
- c. When the Declarant waives in writing its right to Class B membership.

**ARTICLE VII**

**BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

- Name: Allen Henderson
- Frank Henderson
- William M. Adkins, Jr.

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Address: 9950 Princess Palm Avenue, Suite 340  
Tampa, Florida 33619

**ARTICLE VIII  
INCORPORATOR**

The name and residence of the incorporator is:

Name: Judith L. James  
Address: 325 South Boulevard  
Tampa, Florida 33606

**ARTICLE IX  
DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

**ARTICLE X  
DURATION**

This Association exists perpetually.

**ARTICLE XI  
BY-LAWS**

This Association's By-Laws initially will be adopted by the Board of Directors.

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Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members present in person or by proxy at a regular or special meeting of the members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

**ARTICLE XII  
AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

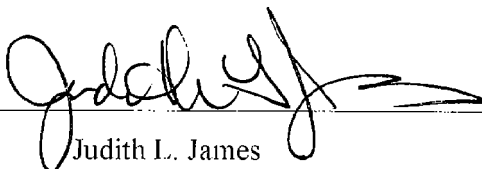
**ARTICLE XIII  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.



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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 24<sup>TH</sup> day of JANUARY, 2006.

  
\_\_\_\_\_  
Judith L. James

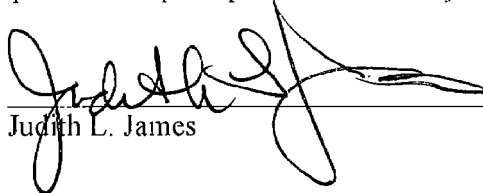
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

Palma Sola Trace Villas Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 325 South Boulevard, Tampa, Florida 33606, County of Hillsborough, State of Florida, has named Judith L. James, whose business offices is 325 South Boulevard, Tampa Florida 33606, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Judith L. James

Date: 1/24/06