

P06000062763

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Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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FLORIDA PROFIT/NON PROFIT CORPORATION

pinecrest pools, inc.

Certificate of Status	0
Certified Copy	1
Page Count	11
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2006 MAY -3 AM 10:21
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PINECREST POOLS, INC.

ARTICLE I

NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Corporation is PINECREST POOLS, INC. Its principal office and mailing address is 11586 S.W. 91 Terrace, Miami, Florida 33176.

ARTICLE II

DURATION

This Corporation is to have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, Ten dollar (\$10.00) par value. All such shares are of one class and are common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11586 S.W. 91 Terrace, Miami, Florida 33176. The name of the initial registered agent of the Corporation at that address is Carrie B. Valdeon.

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ARTICLE VI
PREFERENCES - LIMITATIONS AND RELATIVE
RIGHTS OF SHARES OF CAPITAL STOCK

No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is as follows:

Daniel R. Valdeon
11588 S. W. 91 Terrace
Miami, Florida 33176

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
Daniel R. Valdeon, 11586 S. W. 91 Terrace, Miami, Florida 33176.

ARTICLE IX
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them or both, on the application of this Corporation any creditor or stockholder hereof, or any receiver or receivers appointed for this Corporation under the applicable provisions of the laws of the State of Florida any court of equitable jurisdiction in the State of Florida may order a meeting of the creditors or class of creditors, the stockholders or any class of stockholders of this Corporation, or both, as the case may at such time and in such manner as the said court may direct. If a majority representing three fourth in value of the creditors or class of creditors, in number shares or classes of shares of this Corporation, or both as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as the case may be, the said compromise, arrangement or reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, on all stockholders or class of stockholders of this Corporation, or both as the case may be, and also on this Corporation.

(2) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(3) The original By-Laws of the Corporation shall be adopted by the Incorporator.

(4) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida General Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

(5) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(a) The material fact as to his or her interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the

proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no Indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his or her interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

(d) Common or interested directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(6) (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

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; or, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be

entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.


(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X

AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article X.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 5 day of April, 2006.


Daniel R. Valdeon

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared Daniel R. Valdeon, who is known by me to be
the person who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the State and County aforesaid, this 5 day of April, 2006.

NOTARY PUBLIC STATE OF FLORIDA
 Ivonne Silva
Commission # DD405632
Expires: MAR. 10, 2009
Headed Two Atlantic Building City Inc.


Notary Public, State of Florida

My Commission Expires:

TOTAL P.11

HUWUW103880

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

PINECREST POOLS, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI-DADE COUNTY, FLORIDA HAS
NAMED CARRIE B. VALDEON, 11586 S. W. 91 TERRACE, MIAMI, FLORIDA 33176, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Daniel R. Valdeon
Daniel R. Valdeon

DATE April 5, 2006

TITLE Subscriber to Articles of
Incorporation

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,
CARRIE B. VALDEON, HEREBY AGREE TO ACT IN THAT CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Carrie B. Valdeon
CARRIE B. VALDEON
DATE April 9, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUWUW103880

MAY-04-2006 (WED) 14:16 CARLTON FIELDS

P 002/008

Division of Corporations

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Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FLORIDA PROFIT/NON PROFIT CORPORATION

Hallmark Commercial Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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05/03/2006 13:18 FAX

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RSO 205-0381

5/1/2006 12:57 PAGE 001/001

Florida Dept of State



May 1, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARLTON FIELDS

SUBJECT: HALLMARK COMMERCIAL ASSOCIATION, INC.
REF: W06000020204

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call
(850) 245-6973

-Clartha Golden
Document Specialist
New Filing Section

FAX And. #: E06000116082
Letter Number: 406A00030456

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PREPARED BY AND TO BE RETURNED TO:
Jay A. Steinman, Esq.
CARLTON FIELDS, P.A.
4000 International Place
100 S.E. 2nd Street, Suite 4100
Miami, Florida 33131-9101

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HALLMARK COMMERCIAL ASSOCIATION, INC.

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, hereby proposes the incorporation under Chapter 720, Florida Statutes, of a corporation not-for-profit, and does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME; DEFINITIONS

The name of the corporation shall be HALLMARK COMMERCIAL ASSOCIATION, INC. (hereinafter referred to as the "Commercial Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in that certain Declaration Pertaining to Commercial Units (the "Commercial Declaration") as recorded or to be recorded in the public records of Broward County, Florida.

ARTICLE II. PURPOSE AND POWERS

The Commercial Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers, except that nothing herein shall prevent the Commercial Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Commercial Association in furtherance of one or more of its purposes. The general purpose of the Commercial Association is to promote the common interests of the owners of the "Commercial Units" of The Hallmark of Hollywood Condominium (the "Condominium"), located at 3800 South Ocean Drive, Hollywood, Florida, as such term is defined in the Amended and Restated Declaration of The Hallmark of Hollywood, A Condominium, as recorded in Official Records Book 10060, Page 10, of the public records of Broward County, Florida (as so amended, the "Condominium Declaration") and the specific purpose is to perform the functions of the Commercial Association contemplated in the Commercial Declaration, which purposes shall include but not be limited to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Commercial Association as set forth in the Commercial Declaration;

(b) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Commercial Association;

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(c) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Commercial Declaration;

(d) Maintain, repair and replace Commercial Property as contemplated by the Commercial Declaration;

(e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida; and

(f) Undertaking any and all responsibilities imposed on it pursuant to the Condominium Declaration.

ARTICLE III. TERM

The term for which this Commercial Association shall exist shall be perpetual.

ARTICLE IV. INCORPORATOR

The name and address of the incorporator of this Commercial Association is as follows:

Elaina Kallivretakis
Carlton Fields, P.A.
4000 International Place
100 S.E. 2nd Street, Suite 4100
Miami, Florida 33131-9101

ARTICLE V. OFFICERS

The officers of the Commercial Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of the Commercial Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Commercial Association. Until transfer of the control of the Commercial Association to the unit owners other than the Declarant has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Jeremy S. Larkin	President
Edward L. Schmidt	Vice President
Robert Eckstein	Secretary-Treasurer

ARTICLE VI. DIRECTORS

The affairs of the Commercial Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Commercial Association is transferred to unit owners other than the Declarant, the Declarant shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-

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member directors appointed by the Declarant, all directors shall be elected at the annual membership meeting of the Commercial Association.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Jeremy S. Larkin	c/o NAI Miami 9655 South Dixie Highway Suite 200 Miami, Florida 33156
Edward L. Schmidt	c/o NAI Miami 9655 South Dixie Highway Suite 200 Miami, Florida 33156
Robert Eckstein	c/o NAI Miami 9655 South Dixie Highway Suite 200 Miami, Florida 33156

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Declarant shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Commercial Association until such time as the Declarant is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Commercial Association. The Declarant shall be entitled to elect or designate all of the directors of the Commercial Association as long as members other than the Declarant own less than 15% of the Commercial Units. Commercial Unit Owners other than the Declarant, at such time as such Commercial Unit Owners own 15% or more of the Commercial Units in the Condominium, are entitled to elect not less than one-third of the members of the Board of Directors. Commercial Unit Owners other than the Declarant are entitled to elect not less than a majority of the members of the Board of Directors (a) 3 years after 50% of the Commercial Units in the Condominium have been conveyed to purchasers; (b) 3 months after 90% of the Commercial Units in the Condominium have been conveyed to purchasers; (c) when some of the Commercial Units have been conveyed to purchasers and none of the others are being offered for sale by the Declarant in the ordinary course of business; or (d) 7 years after recordation of the Commercial Declaration. After such time that the members other than the Declarant are entitled to elect not less than a majority of the members of the Board of Directors, the Declarant shall be entitled to elect at least one member of the Board of Directors (unless such right is waived in writing by the Declarant in its discretion) as long as the Declarant holds for sale in the ordinary course of business at least 5% of the Commercial Units.

ARTICLE VII. BY-LAWS

The initial By-Laws of the Commercial Association shall be adopted by the initial Board of Directors, as constituted under Article VI above, at the organizational meeting of the Board.

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ARTICLE VIII. MEMBERS

Membership in the Commercial Association shall automatically consist of and be limited to all of the record owners of Commercial Units in the Condominium. Transfer of ownership of a Commercial Unit, either voluntary or by operation of law, shall terminate membership in the Commercial Association and said membership is to become vested in the transferee. If ownership of a Commercial Unit is vested in more than one person then all of the persons so owning said Commercial Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each unit shall only be entitled to the total number of votes as determined for such Commercial Unit in accordance with the applicable provisions of the Commercial Declaration and the exhibits thereto, as a member of the Commercial Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE IX. AMENDMENTS

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 there are members of the Commercial Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Commercial Association, the amendment shall be adopted by a vote of the 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 herein 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 such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Commercial Association entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Declarant in the Commercial Declaration or By-laws without the written consent of the Declarant.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Commercial Association shall c/o NAI Miami, 9655 South Dixie Highway, Suite 200, Miami, Florida 33156, or at such other place or places as may be designated from time to time.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Commercial Association and the name of the initial registered agent at that address are:

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Edward L. Schmidt

c/o NAI Miami
9655 South Dixie Highway
Suite 200
Miami, Florida 33156

ARTICLE XII. INDEMNIFICATION

The Commercial Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Commercial Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 28 day of April, 2006.

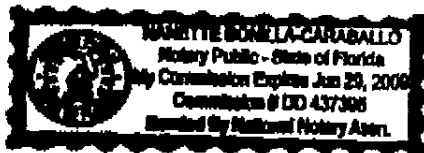

Elaina Kalivretakis, Incorporator

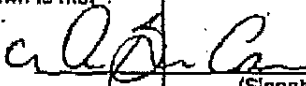
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing Instrument was acknowledged before me this 28 day of April, 2006, by Elaina Kalivretakis, being known to me to be the person who executed the foregoing Articles of Incorporation of HALLMARK COMMERCIAL ASSOCIATION, INC. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)
Name: Rosette Bonilla-Caraballo
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, If any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for HALLMARK COMMERCIAL ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.


Edward L. Schmidt

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