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January 14, 2000

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Reply to: Dade City

Florida Dept of State
Division of Corporation
Corporation Records
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: Pasadena Pines Subdivision Homeowners Association

Dear Sir/Madame:

Enclosed is the original and a copy of the Articles of Incorporation to be filed with the State. A check for \$70.00 is enclosed for the filing fee and Resident Agent designation. If you should have any questions please do not hesitate to call.

Sincerely,

Evelyn Abrams

Evelyn Abrams
Assistant to Joe A. McClain

ea/id
enclosure(s)

FILED
00 JAN 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1-25-00
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ARTICLES OF INCORPORATION OF

PASADENA PINES SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

FILED
JAN 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLES I. NAME

The name of the corporation is PASADENA PINES SUBDIVISION HOMEOWNERS ASSOCIATION, INC., and its initial principal and registered office for the transaction of it's business shall be 13924 7th Street, Dade City, Florida 33525. Its resident agent at that address is Thomas E. Smith.

ARTICLES II. PURPOSES

The purposes and objects of the corporation are those which are authorized under Chapter 617 of the Florida Statutes, and include providing for the maintenance, preservation, management and administration of the common elements of all phases of PASADENA PINES Subdivision, as per the plat or plats thereof now or hereafter recorded in the public records of Pasco County, Florida.

The corporation is organized and operated solely for administrative and managerial purposes only. It is not intended or expected that the corporation shall show any annual net earnings, but no part of any net earnings that do occur shall ever inure to the benefit of any private member. If in any taxable year the net income of the corporation from any source other than casualty insurance proceeds or other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserve amounts for common expenses and other liabilities in the succeeding taxable year, such excess shall be held and used by the corporation to reduce the amount of assessments to the members that would otherwise be required in the following year. For such purposes, each lot owner will be credited with the portion of any excess that is proportionate to his total voting interest in the subdivision.

ARTICLE III. MEMBERSHIP

The ownership of each lot shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such lot, except that no person or entity holding title to a lot solely as security for performance of an obligation shall acquire the membership appurtenant to such lot by virtue of such title ownership. Membership may not be severed from the lot

to which it is appurtenant, and every member shall be subject to and bound by the Articles of Incorporation, Bylaws, rules and regulations, and the Declaration of Covenants, Conditions and Restrictions of PASADENA PINES Subdivision. Each member shall make timely payment of all association assessments duly levied by the Association.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate interest in the common elements of the subdivision which is appurtenant to the lot owned by the member.

ARTICLE IV. DURATION

The period of duration of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

Name

Residence

Kevin T. Roberts

37419 Church Avenue
Dade City, Florida 33525

Thomas E. Smith

11825 Justamere Lane
Dade City, Florida 33525

ARTICLE VI. OFFICERS

The affairs of the corporation will be managed by a President, Vice President and Secretary/Treasurer who will be accountable to the Board of Directors. The officers will be elected in the manner set forth in the Bylaws.

ARTICLE VII. DIRECTORS

The Board of Directors shall consist of not less than three nor more than seven individuals, the precise number to be fixed by the Bylaws from time to time. The names and address of the directors who shall serve until the first annual meeting of the members or until their successors are elected and qualify are:

Name

Residence

Barbara A. Allison

Post Office Box 796
Dade City, Florida 33526

Kevin T. Roberts

37419 Church Avenue
Dade City, Florida 33525

Thomas E. Smith

11825 Justamere Lane
Dade City, Florida 33525

At the first annual membership meeting of the corporation, the members of the corporation or the Developer, as the case may be, shall elect Directors for the next ensuing year as provided in the Bylaws of the corporation. Each Director shall be elected for a term of one year or thereafter until his successor is elected and qualified.

ARTICLE VIII. BYLAWS

Bylaws regulating the operation of the corporation shall be adopted by the members thereof. The Bylaws may be amended in the manner set forth therein.

ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these articles may be proposed by a majority of the Directors or by members entitled to exercise at least one-third of the then authorized membership voting power. Amendments may be adopted by the affirmative vote of those members exercising not less than two-thirds of the total voting power of the corporation. Other requirements concerning proposal and adoption of amendments to these articles shall be set forth in the Bylaws.

ARTICLES X. POWERS OF CORPORATION

To promote the safety and welfare of the owners of the lots in the subdivision, the corporation may:

1. Exercise all of the powers and perform all of the duties of the Association as set forth in these Articles of Incorporation and in the Bylaws, as such documents may from time to time be amended.
2. Determine, levy, collect and enforce payment by any legal means of all assessments for common charges, and pay such common charges as they become due.

3. Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the Association under the Articles of Incorporation or Bylaws other than (a) the power to engage or discharge any agent, or (b) the power to adopt, amend or repeal the provisions hereof or of the Bylaws or rules and regulations of the Association.

4. Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any lot in the subdivision, borrow money and mortgage any such property to finance the acquisition thereof on the vote of seventy-five percent (75%) of the members, and transfer, lease and convey any such property.

5. Have and exercise any and all rights, powers and privileges which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes.

6. The Homeowner's Association has the power to operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures, and related appurtenances.

ARTICLES XI. DISSOLUTION

This corporation may be voluntarily dissolved at any time with the consent in writing of two-thirds of its members. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes which are similar to those for which the corporation is organized. In the events such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association or organization devoted to purposes similar to those for which this corporation is organized.

IN WITNESS WHEREOF, the subscribers have executed these Articles of
Incorporation as of this 31st day of December, 1999.

Kevin T. Roberts
KEVIN T. ROBERTS

Thomas E. Smith
THOMAS E. SMITH

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this 31st day of December, 1999, personally
appeared before me, the undersigned authority, KEVIN T. ROBERTS and THOMAS E.
SMITH, to me personally known, and known by me to be the persons described in the
foregoing Articles of Incorporation and they severally acknowledged before me that they
executed the same as their free act and deed for the uses and purposes stated therein.



"OFFICIAL SEAL"
Janet K. Blackwell
My Commission Expires 9/18/2000
Commission #CC 578638

Janet K. Blackwell
Notary Public

The undersigned THOMAS E. SMITH, hereby accepts designation as Resident
Agent of Pasadena Pines Subdivision Homeowners Association Incorporation.

Thomas E. Smith
THOMAS E. SMITH

FILED
00 JAN 18 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA