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FLORIDA DIVISION OF CORPORATIONS  
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FROM: MACFARLANE FERGUSON & MCMULLEN (CLEARWATER) ACCT#: 071005001001  
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NAME: PCB CENTER OWNERS ASSOCIATION, INC.  
AUDIT NUMBER.....H000000016794  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 14, 2000

MACFARLANE, FERGUSON

SUBJECT: PCB CENTER OWNERS ASSOCIATION, INC.  
REF: W00000009937

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws. ]

IN ARTICLE II, WHICH ADDRESS IS THE REGISTERED AGENTS ADDRESS, AND IS ONE OF THESE THE PRINCIPAL PLACE OF BUSINESS.

If you have any further questions concerning your document, please call (850) 487-6925.

Angela Revell  
Document Specialist

FAX Aud. #: E00000016794  
Letter Number: 100AG0020619

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## ARTICLES OF INCORPORATION

OF

PCB CENTER OWNERS ASSOCIATION, INC.

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 PCB CENTER OWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

## ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's principal place of business is: 2475 Sunset Point Road, Clearwater, FL 33765. The Association's registered agent is HARRY S. CLINE, ESQ., who maintains a business office at: 625 Court Street, Suite 200, Clearwater, FL 33756. Both this Association's principal place of business 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 manage and control PCB Center, a real estate development in Pinellas County, Florida, as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for PCB Center (the "Declaration").

HARRY S. CLINE, ESQ.  
MACFARLANE FERGUSON & McMULLEN  
Post Office Box 1669  
Clearwater, FL 33757  
(727) 441-8966  
Florida Bar #0133526

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ARTICLE I  
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, Restrictions and Easements for PCB Center;

(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;

(e) Borrowing. Borrow money and, mortgage, pledge, 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) Levy/Collect Assessments. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures, and drainage easements;

(g) Operate/Maintain. To operate, maintain, and manage the Common Property and appurtenances, in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein;

(h) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now

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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; and

(i) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration.

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. 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 record conveyance or other transfer of title of a Lot.

ARTICLE VI  
VOTING RIGHTS

Each Lot in PCB Center shall have one (1) vote appurtenant to that Lot. The Owner(s) of that Lot shall be members in the Association and entitled to cast that one (1) vote as the Owners may determine in all matters requiring an Association membership vote.

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 the Board of Directors as provided in the Association's By-Laws. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Directors need not be Association members. The method of election of Directors is as stated in the By-laws.

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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:	Norris E. Counts	President
	Mark Klein	Vice President
	Vic Phillipoff	Vice President
	Sarah Byars	Secretary/Treasurer

Address:                    % 2475 Sunset Point Road  
Clearwater, FL 33765

ARTICLE VIII  
INCORPORATOR

The name and residence of the incorporator is:

Name:                    HARRY S. CLINE, ESQ.  
  
Address:                  625 Court Street  
Suite 200  
Clearwater, FL 33756

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 the voting members.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system shall be the obligation of the Owners of the three (3) lots comprising PCB Center, each Lot being obligated for one-third (1/3rd) thereof.

ARTICLE X  
DURATION

This Association exists perpetually.

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ARTICLE XI  
BY-LAWS

This Association's By-Laws initially will be adopted and amended from time to time by the Board of Directors.

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 (2/3rds) of the entire membership.

ARTICLE XIII  
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these 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 incorporator intends for 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.

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 13<sup>th</sup> day of April, 2000.

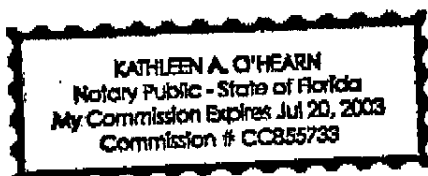
  
\_\_\_\_\_  
HARRY S. CLINE, Incorporator

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STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced \_\_\_\_\_ as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 13<sup>th</sup> day of April, 2000.



*Kathleen A. O'Hearn*  
Notary Public  
Print Name KATHLEEN A. O'HEARN  
My Commission Expires:

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

PCB CENTER OWNERS 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: 2475 Sunset Point Road, Clearwater, FL 33765, has named HARRY S. CLINE, whose business office is: 625 Court Street, Suite 200, Clearwater, FL 33756 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, Fla. Stat., relative to the proper and complete performance of my duties.

Date: 4/13/00

*[Signature]*  
HARRY S. CLINE

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