

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 221-8870 • (850) 221-3428 • (850) 221-2222

**NO 10000002050**

**FILED**  
**02 FEB 4 2008**  
TALLAHASSEE, FLORIDA

700004762307--2  
-01/09/02--01037--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

700004762307--2  
-01/09/02--01037--008  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Home Estates Association  
of Port St. Lucie Inc

Art of Inc. File Amended &  
LTD Partnership File Restated  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_

**RECEIVED**  
**02 JAN -9 AM 11:50**  
DIVISION OF CORPORATION

Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_

Vehicle Search OK  
Driving Record 2/4/02  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

\*00789,01048,00547,00672

Signature \_\_\_\_\_

Requested by: LW 1/9 11:33  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 9, 2002

Capital Connection, Inc.  
417 E. Virginia St.  
Suite 1  
Tallahassee, FL 32301

SUBJECT: PINE ESTATES ASSOCIATION OF PORT ST LUCIE, INC.  
Ref. Number: N01000002050

RECEIVED  
02 FEB -4 AM 9:57  
TALLAHASSEE, FLORIDA

We have received your document for PINE ESTATES ASSOCIATION OF PORT ST LUCIE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 202A00001319

*Corrected*

EXHIBIT "B"  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC.

FILED  
02 FEB -4 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes and do certify that the following are the Amended and Restated Articles of Incorporation of PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC., duly adopted and they do further certify as follows:

ARTICLE I  
NAME

The name of this corporation is PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC. and the corporation is sometimes referred to herein as the "Association" or the "Corporation".

ARTICLE II

DEFINITIONS

All terms used herein are to have the same meaning as said terms have in the Declaration of Covenants and Restrictions for PINE ESTATES, which are to be recorded in the public records of St. Lucie County, Florida, and any subsequent amendments thereto.

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is: 2991 Lookout Boulevard, South, South, Port St. Lucie, Florida 34984. The registered agent of the Corporation is: Guy W. Nicholls.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

Section 1. This Corporation is a corporation not-for-profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or Member of the Corporation.

Section 2. The objects and purpose for which this Corporation is organized are as follows:

2.1 To establish, maintain, operate and provide all community services of every kind and nature for PINE ESTATES Subdivision, St. Lucie County, Florida, required or desired by the Members, including without limitation, those services and functions described in the Covenants and Restrictions for PINE ESTATES.

2.2 To provide for enforcement of the Covenants and Restrictions.

2.3 To engage in such other activities as may be to the mutual benefit of the Members and the owners of Lots in PINE ESTATES.

2.4 To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefits of its Members.

2.5 To contract with others to provide the services, benefits and advantages desired.

2.6 To make, establish and enforce reasonable rules and regulations governing the use of the property owned by or maintained by the Association.

2.7 To maintain, repair, replace and operate its property.

2.8 To contract for the management of the property owned by it and to delegate to such contractors

all powers and duties of the Association.

2.9 To employ personnel to perform the services authorized by these Articles.

2.10 To purchase insurance upon its property for the protection of the Association and the Members.

2.11 To reconstruct improvements constructed on its property or for its benefits after casualty or other loss.

2.12 To dedicate all or any portion of its property or any interest therein to public use.

2.13 To enforce by legal action the provisions of these Articles of Incorporation, the By-laws of the Corporation, and the Covenants and Restrictions.

2.14 To hold title to and maintain the private access easements and private drainage easements, if any, reflected on the recorded Plat of PINE ESTATES, and to hold title to all other property, real and personal, as it may acquire from time-to-time, and to sell, transfer or mortgage the same.

2.15 To do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary to implement the powers of the Association.

## ARTICLE V

### MEMBERS

Section 1. The Members of this Corporation shall consist of Guy W. Nicholls and Faith M. Nicholls, hereinafter referred to as the "Developer", and all owners of Lots in PINE ESTATES, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation shall also be Members of the Corporation until the first election of the Board of Directors.

Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

Each Lot shall have one vote. When more than one (1) person holds an ownership interest or interests in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event of disagreement among such persons and an attempt by two (2) or more of them to cast the vote of a Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until the dispute is resolved.

## ARTICLE VI

### TERM

This corporation shall exist perpetually.

## ARTICLE VII

### BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. The Board of Directors shall consist of Owners of Lots in PINE ESTATES, who shall be elected in accordance with the By-laws of the Association. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting of the Members of the Association after turnover of control of the Association by the Developer, and thereafter until their successors are elected and have qualified, are as follows:

GUY W. NICHOLLS	470 SE Pine Road Port St. Lucie FL 34984
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FAITH M. NICHOLLS	470 SE Pine Road Port St. Lucie FL 34984
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LORI A. KELLN	451 SE Pine Road Port St. Lucie FL 34984
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## ARTICLE VIII

### OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

GUY W. NICHOLLS	President
FAITH M. NICHOLLS	Vice President
LORI A. KELLN	Secretary/Treasurer

## ARTICLE IX

### INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## ARTICLE X

### DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, director or Officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association, except as provided herein. Unless agreed to the contrary by at least two-thirds (2/3) of the membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, association, trust or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

## ARTICLE XI

### AMENDMENTS OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

## ARTICLE XII

### BY-LAWS

The Association shall adopt By-laws governing the conduct of the affairs of the Association. The By-laws shall be altered, amended, or rescinded as provided in the By-laws by the affirmative vote of at least two-thirds (2/3) of the Members of the Association entitled to vote.

ARTICLE XIII

SUBSCRIBING INCORPORATORS

The names and addresses of the subscribing incorporators to these Articles of Incorporation are as follows:

GUY W. NICHOLLS                      470 Pine Road  
Port St. Lucie FL 34984

FAITH M. NICHOLLS                      470 Pine Road  
Port St. Lucie FL 34984

LORI A. KELLN                              451 Pine Road  
Port St. Lucie FL 34984

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 15<sup>th</sup> day of October, 2001.

  
GUY W. NICHOLLS

  
FAITH M. NICHOLLS

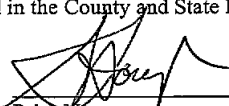
  
LORI A. KELLN


STATE OF FLORIDA  
COUNTY OF Martin

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared GUY W. NICHOLLS, FAITH M. NICHOLLS, and LORI A. KELLN, as Incorporators of PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC., who are personally known to me or who produced Drivers Licenses as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of October, 2001.


(NOTARY SEAL)

  
Print Name: George B Hough Jr  
NOTARY PUBLIC  
My Commission Expires:

 George B Hough, Jr  
My Commission CC767521  
Expires August 23, 2002

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place.

  
Guy W. Nicholls

CERTIFICATE

PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC., a not-for-profit corporation organized and existing under and pursuant to the laws of the State of Florida (the "Corporation"), does hereby certify that the attached Amended and Restated Articles of Incorporation of Pine Estates Association of Port St. Lucie, Inc. was duly adopted and approved by all of the Board of Directors and all of the members of the Corporation in accordance with the terms and conditions of the Articles of Incorporation and Bylaws of the Corporation, and the Declaration of Covenants and Restrictions of Pine Estates, on the 15th day of October, 2001.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of the Corporation this 25<sup>th</sup> day of January, 2002.

Witnesses:

Print Name: George B. Hough

Print Name: Jessica L. Corley

PINE ESTATES ASSOCIATION OF  
PORT ST. LUCIE, INC.

By: Guy W. Nicholls

Name: Guy W. Nicholls

Its: President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF MARTIN

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared Guy W. Nicholls, as President, of and on behalf of PINE ESTATES ASSOCIATION OF PORT ST. LUCIE, INC., who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of January, 2002.

(NOTARY SEAL)

Print Name: George B. Hough

NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

(pine.cer)

George B Hough, Jr  
My Commission CC767521  
Expires August 23, 2002