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LAW OFFICES OF
STADLER & HARRIS, P.A.

Richard E. Stadler
John M. Harris
Timi D. Tucker
Elizabeth Siano Harris
Of Counsel

November 8, 2001

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

Re: Articles of Incorporation
PINE HILL MANOR PHASE II HOMEOWNERS ASSOCIATION, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for PINE HILL MANOR PHASE II HOMEOWNERS ASSOCIATION, INC. In addition, my check in the amount of \$78.75 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	35.00
Total	\$ 78.75

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*****78.75 *****78.75

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler

Richard E. Stadler

FILED
01 NOV 13 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TITUSVILLE
1820 Garden Street
Titusville, Florida 32796
Ph. 321-264-8800

Fax 321-264-0010
E-Mail stadlerharris@cs.com

NEW SMYRNA BEACH
By Appointment Only
Ph. 386-424-9909

10-6-11
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ARTICLES OF INCORPORATION
OF THE
PINE HILL MANOR PHASE II HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Chapter 617, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together to form a corporation not for profit and do hereby certify.

ARTICLE I

NAME, PRINCIPAL OFFICE, MAILING ADDRESS AND RESIDENT AGENT

Section 1. Name: The name of this corporation is PINE HILL MANOR PHASE II HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office: The street address of the principal office of the Association is 3355 Kilbee Street, Mims, Florida, 32754.

Section 3. Mailing Address: The mailing address of the corporation is the same.

Section 4. Resident Agent: The initial resident agent of the Association shall be BRENDA HALLUM, 3355 Kilbee Street, Mims, FL 32754.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes: The Association is formed for the purpose of maintaining, operating, managing and preserving the common areas shown on the Plat of Pine Hill Manor, Phase II, as recorded in Plat Book 33, Page 96, of the Public Records of Brevard County, Florida; to establish the Association provided for in the Declaration of Restrictions for said subdivision recorded in Official Records Book 2867, Page 1471; to promote the health, safety and welfare of the residents of the said subdivision; to fix, levy, collect and enforce payment by lawful means of all charges and assessments imposed against the Members pursuant to the terms of said Declaration of Restrictions; and to have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Section 2. Powers: In furtherance of the purposes of the Association, the Association may:

A. Exercise all of the powers and privileges and perform all

of the duties and obligations of the Association as set forth in the aforescribed Declaration of Restrictions as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the assent of fifty-one percent (51%) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Exercise all of the common law and statutory powers of a corporation not for profit established under Florida law;

F. Make and enforce reasonable rules and regulations governing the use of lots, common areas and any property owned by the Association;

G. Maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declaration, and the By-laws for this Association;

H. Construct or reconstruct improvements as required in said Declaration;

I. Enforce by legal means the provisions of said Declaration;

J. Participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

ARTICLE III

NON-PROFIT NATURE

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any member. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its members for

actual services rendered to the Association, as permitted by law.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a lot in the Pine Hill Manor Phase II subdivision shall be a member of the Association provided however each lot shall have only one membership regardless of how many persons own the lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot subject hereto.

ARTICLE V

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI

SUBSCRIBERS

The name and residence address of each subscriber to these Articles of Incorporation is:

BRENDA HALLUM	3355 Kilbee Street, Mims, FL 32754
ERIC J. KERR	3315 Lisa Drive, Mims, FL 32754
KENNETH A. TUCKER	3459 Kilbee Street, Mims, FL 32754
DEBRA LEE HALL	3476 Kilbee Street, Mims, FL 32754
TERESA TEAGUE	3325 Lisa Drive, Mims, FL 32754

ARTICLE VII

OFFICERS

Section 1. Officers: The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, subject to the directions of the Board.

Section 2. Election and Qualification: The Board shall elect the President, a Vice President, a Secretary and a Treasurer within thirty (30) days of the annual meeting at which directors are elected and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be a director, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or

Assistant Secretary be held by the same person.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	ERIC J. KERR
Vice President:	KENNETH A. TUCKER
Secretary	DEBRA LEE HALL
Treasurer:	TERESA TEAGUE

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Initial Board: The number of directors serving on the initial Board shall be Five (5).

Section 2. Initial Directors: The names and addresses of the persons who are to serve until the first election of directors on the first Board are as follows:

BRENDA HALLUM	3355 Kilbee Street, Mims, FL 32754
ERIC J. KERR	3315 Lisa Drive, Mims, FL 32754
KENNETH A. TUCKER	3459 Kilbee Street, Mims, FL 32754
DEBRA LEE HALL	3476 Kilbee Street, Mims, FL 32754
TERESA TEAGUE	3325 Lisa Drive, Mims, FL 32754

ARTICLE X

FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the lot owners.

ARTICLE XI

BY-LAWS

The By-laws of the corporation shall be adopted, altered, amended or rescinded at a regular or special meeting of the Members of the Association, by a vote of a majority of members present in person or by proxy.

ARTICLE XII

NOTICE AND QUORUM FOR MEETINGS

Meetings of the Association shall be called by written notice sent to all members not less than fourteen (14) days nor more than thirty (30) days prior to the meeting, and the notice shall set forth the purpose of the meeting. Presence at the meeting of members or proxies entitled to cast 50% of all votes of the membership shall constitute a quorum.

ARTICLE XIII

AMENDMENT

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XIV

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution, the assets of the Association shall be dedicated to an appropriate public agency or non-profit corporation, trust or association to be used for purposes similar to those for which the Association was created.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures, this 29 day of October, 2001.

Brenda Hallum
BRENDA HALLUM

Eric F. Kerr
ERIC F. KERR

Kenneth A. Tucker
KENNETH A. TUCKER

Debra Lee Hall
DEBRA LEE HALL

Teresa A. Teague
TERESA TEAGUE

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared BRENDA HALLUM, who is personally known to me or who produced her driver's license for identification, and who took an oath and executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same, this 29 day of October, 2001.

Lena A. Leavel
Notary Public, State of Florida

(S E A L)
STATE OF FLORIDA)
COUNTY OF BREVARD)

My Commission Expires:



Teresa A. Teague
Commission # DD 027870
Expires May 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

BEFORE ME, the undersigned authority, personally appeared
ERIC J. KERR, who is personally known to me or who produced his
driver's license for identification, and who took an oath and
executed the foregoing Articles of Incorporation and acknowledged
before me that he executed the same, this 29 day of
October, 2001.

Brenda Sue Hallum
Notary Public, State of Florida

(S E A L)

My Commission Expires:



Brenda Sue Hallum
Commission # DD 008366
Expires April 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared
KENNETH A. TUCKER, who is personally known to me or who produced
his driver's license for identification, and who took an oath and
executed the foregoing Articles of Incorporation and acknowledged
before me that he executed the same, this 29 day of
October, 2001.

Brenda Sue Hallum
Notary Public, State of Florida

(S E A L)

My Commission Expires:



Brenda Sue Hallum
Commission # DD 008366
Expires April 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared
DEBRA LEE HALL, who is personally known to me or who produced her
driver's license for identification, and who took an oath and
executed the foregoing Articles of Incorporation and acknowledged
before me that she executed the same, this 29 day of
October, 2001.

Brenda Sue Hallum
Notary Public, State of Florida



Brenda Sue Hallum
Commission # DD 008366
Expires April 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

(S E A L)

My Commission Expires:



Brenda Sue Hallum
Commission # DD 008366
Expires April 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared TERESA TEAGUE, who is personally known to me or who produced her driver's license for identification, and who took an oath and executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same, this 29th day of October, 2001.



Brenda Sue Hallum
Commission # DD 008366
Expires April 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Brenda Sue Hallum
Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for PINE HILL MANOR PHASE II HOMEOWNERS ASSOCIATION, INC. and agrees to perform all duties and accept all responsibilities imposed by law.

Brenda Hallum
BRENDA HALLUM

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared BRENDA HALLUM, who is personally known to me or who produced her driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that she executed the same, this 31st day of October, 2001.

Dianne L. Bays
Notary Public, State of Florida

(S E A L)

My Commission Expires:

