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FLORIDA NON-PROFIT CORPORATION

PEARL ESTATES HOMEOWNER'S ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

PEARL ESTATES HOMEOWNER'S ASSOCIATION, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be **PEARL ESTATES HOMEOWNER'S ASSOCIATION, INC.**

The address of this corporation shall be 82 Commercial Way, Spring Hill, Florida 34606, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSES

(A) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to own, maintain and administer the community properties and facilities of the residential community known as **PEARL ESTATES** in Hernando County, Florida, to make rules and regulations, administer and enforce the covenants and restrictions, to collect and disburse assessments and charges, all for the efficient preservation, protection and enhancement of the values and amenities in

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PEARL ESTATES, to ensure the residents' enjoyment of the specific rights, privileges and easements in the community personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on, any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.

(D) In the event of dissolution or final liquidation of the corporation, the residual

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assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding

(E) The corporation shall operate and maintain certain common property, specifically 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.

(F) In the event of dissolution or final liquidation of the corporation, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE III - POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(A) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax law.

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(B) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(C) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(D) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(E) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV- MEMBERSHIP AND VOTING RIGHTS

(A) Membership Eligibility. A person shall become a member of this corporation simultaneously with the recording of his instrument of conveyance with the Clerk of the Circuit Court of Hernando County, Florida. If title to such property is held by more than one person, each such person shall become a member.

(B) Voting of Membership.

(a) Classes of Membership. The Corporation shall have two classes of

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voting membership: Class A and Class B. So long as there is Class B membership, Class A members are all members, except for B & P, LLC and LUDWIG DESIGNS, INC., the developers. The Class B members shall be the developers. Upon termination of Class B membership, as hereinafter provided, Class A members are all members, including the developers so long as the developers are the owners of the real property in PEARL ESTATES. All members, Class A or Class B, are entitled to cast one vote for each lot owned in PEARL ESTATES, except for the election of the Board of Directors, which shall be voted on by the Class B members until the termination of the Class B membership as hereinafter provided, and then shall be voted upon by the Class A members.

(b) Co-Ownership. If title to a lot in PEARL ESTATES is held by more than one person, each such person shall be a member, but there may be only one vote cast with respect to such lot, with the vote exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote of the Class A membership is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Corporation to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held in a tenancy by the entireties, either tenant is entitled to cast the vote for such lot unless and until the Corporation is notified otherwise in writing.

(c) Class B Membership Termination. The Class B membership shall

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terminate and convert automatically to Class A membership upon the happening of any of the following, whichever first occurs:

(i) The developers convey, other than to a successor developer, all of its respective right, title and interest in and to all of the lots of PEARL ESTATES. For purposes of this subsection (i), a lot shall be considered conveyed when the deed for such lot is duly recorded in the records of Hernando County, Florida.

(ii) The developers record a disclaimer of its respective Class B membership.

Upon termination of the Class B membership, all provisions herein referring to Class B membership shall be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

ARTICLE V- TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI- SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows: ERIC J. LUDWIG, 82 Commercial Way, Spring Hill, Florida 34606.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the Class B members of the corporation, at a duly called meeting, as provided in the bylaws, until the termination of the Class B membership

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as set forth in Article IV above. Upon the termination of the Class B membership, the Board of Directors shall be elected annually by majority vote of the Class A members of the corporation, at a duly called meeting, as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors of this corporation may be removed, with or without cause, by the Class B members (or Class A members if the Class B membership has been terminated) at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII - DIRECTORS

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

NAME

ADDRESS

ERIC J. LUDWIG

**82 Commercial Way
Spring Hill, Florida 34606**

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FRANCINE BAIA

**3237 Blythe Avenue
Spring Hill, Florida 34609**

DAVID PERLINGIERI

**3237 Blythe Avenue
Spring Hill, Florida 34609**

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent is **ERIC J. LUDWIG** and the street address of the corporation's initial registered office is **82 Commercial Way, Spring Hill, Florida 34606.**

The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE X - BYLAWS

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the

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members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 5th day of December, 2002.

[Handwritten Signature]
ERIC J. LUDWIG
Incorporator

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on this 5th day of December, 2002, personally appeared ERIC J. LUDWIG, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and he produced the following identification: Driver's License.

[Handwritten Signature]
Notary Public
State of Florida at Large
Typed/Printed Name of Notary
Commission Expiration
Commission Number:



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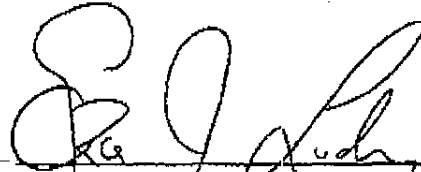
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ACCEPTANCE BY REGISTERED AGENT

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Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 5, 2002



ERIC J. LUDWIG
Registered Agent