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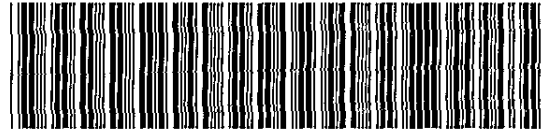
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**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Arts

1.) Pearls Landing Homeowners Association, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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ARTICLES OF INCORPORATION  
OF  
PEARL'S LANDING HOMEOWNERS ASSOCIATION, INC.

**FILED**  
05 JUN -9 PM 1:5  
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TALLAHASSEE FLORIDA

ARTICLE 1  
NAME

1.1 Name. The name of the corporation is: PEARL'S LANDING HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "ASSOCIATION").

ARTICLE 2  
DEFINITIONS

2.1 Definitions. Unless defined in these Articles or the Bylaws all terms used in the Articles and the Bylaws shall have the same meanings as used in the DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR PEARL'S LANDING (the "Declaration").

ARTICLE 3  
PURPOSE

3.1 Purpose. The purposes for which the ASSOCIATION is organized are as follows:

3.1.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

3.1.2 To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.

3.1.3 To administer, enforce and carry out the terms and provisions of any other Declaration of Covenants and Restrictions or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the ASSOCIATION.

3.1.4 To promote the health, safety, comfort and social and economic welfare of the MEMBERS of the ASSOCIATION and the OWNERS and Residents of Lots within the Property as defined and authorized by the Declaration, by these Articles, and by the Bylaws.

## **ARTICLE 4**

### **POWERS**

4.1 Powers. The ASSOCIATION shall have the following powers:

4.1.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

4.1.2 To enter into, make, establish, amend, and enforce, rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the ASSOCIATION.

4.1.3 To fix, levy, and collect Assessments for Common Expenses from OWNERS to defray the costs, expenses, reserves and losses incurred or to be incurred by the ASSOCIATION and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties. Included within the definition of Common Expenses are costs of maintenance and operations of the surface water or stormwater management system.

4.1.4 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

4.1.5 To borrow and to hold funds, select depositories, and administer bank accounts of the ASSOCIATION, and to pay all expenses (including licenses, public assessments, taxes, or government charges) incident to the purposes and powers of the ASSOCIATION, as set forth in these Articles and as provided in the Declaration and the Bylaws.

4.1.6 To purchase insurance for the protection of the ASSOCIATION, its officers, directors and MEMBERS, and such other parties as the ASSOCIATION may determine to be in the best interests of the ASSOCIATION.

4.1.7 To operate, maintain, repair, control, regulate, and improve all Community Easement Areas and such other portions of the Property as may be determined by the Board of Directors of the ASSOCIATION (the "BOARD") from time to time.

4.1.8 To honor and perform under all contracts and agreements entered between third parties and the ASSOCIATION.

4.1.9 To provide for any functions and services within the Property (as defined in the Declaration) as the Board in its discretion determines necessary or appropriate.

4.1.10 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streets (to the extent not maintained by Orange County or the City of Belle Isle), pathways, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the MEMBERS of the ASSOCIATION and the OWNERS and Residents of the Property as the BOARD in its discretion determines necessary or appropriate.

4.1.11 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and/or to contract with others for

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the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the BOARD shall enter.

4.1.12 To operate, maintain and manage the surface water or stormwater management system for the Property in accordance with the permit issued by and the rules promulgated by the appropriate water management district, and shall assist in the enforcement of the Declaration as it relates to the surface water or stormwater management system.

4.1.13 To improve, operate, and maintain improvements and fixtures within areas that the ASSOCIATION has been provided use and control such as the easement areas, wall and landscape areas, and conservation areas.

4.1.14 To establish, maintain, and use reserve funds for capital improvements, repairs, and replacements.

4.1.15 To enter into a management contract with any Person for the maintenance and repair of the Community Easement Area and for the operation of the ASSOCIATION. The management contract may provide a management fee to the management agent and the delegation of certain duties, as determined by the BOARD.

4.1.16 To collect delinquent assessments by fine, claim of lien, suit or otherwise and to file and defend any suit or other proceeding in pursuit of all legal and/or equitable remedies or defense of all claims relating to the Declaration, the Bylaws, and/or these Articles.

4.1.17 To adopt, repeal or amend the Bylaws.

## **ARTICLE 5**

### **MEMBERS**

5.1.1 Membership. Except as is set forth in this Article 5, every Person who is a record titleholder of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the ASSOCIATION shall be a MEMBER of the ASSOCIATION, provided that any such Person which holds such interest merely as a security for the performance of any obligation shall not be a MEMBER.

5.1.2 Transfer of Membership. Transfer of membership in the ASSOCIATION shall be established by the recording in the Public Records of Orange County of a deed or other instrument establishing a transfer of record title to any Lot for which membership has already been established. The OWNER designated by such instrument of conveyance thereby becomes a MEMBER, and the prior MEMBER'S membership thereby is terminated. In the event of death of a MEMBER his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the ASSOCIATION shall not be obligated to recognize such a transfer of membership until such time as the ASSOCIATION receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the Lot, and it shall be the responsibility and obligation of both the former and the new OWNER of the Lot to provide such true copy of said recorded instrument to the ASSOCIATION.

5.1.3 Prohibition Against Transfer. The share of a MEMBER in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot associated with the membership of that MEMBER, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

5.1.4 Voting. Each OWNER shall be entitled to one (1) equal vote for each Lot in which they hold the interest required for membership.

5.1.5 Members. Voting on Association matters requiring a vote of the Members will be cast by the Members in accordance with the Declaration and the Bylaws.

5.1.6 Administration of the Association. The affairs of the Association shall be administered by the Board of Directors in accordance with the Declaration, the Articles of Incorporation and the Bylaws. The Board of Directors shall not be required to obtain a vote of the membership on any matter, except as required by the Declaration, the Articles of Incorporation, Bylaws or applicable law. The Articles of Incorporation and the Bylaws may be amended in the manner set forth herein.

5.1.7 Voting by Co-OWNERS. If the Lot associated with the membership of a MEMBER is owned by more than one person, the vote(s) of the MEMBER may be cast at any meeting by any Co-OWNER of the Lot. If when the vote(s) is (are) to be cast, a dispute arises between the Co-OWNERS as to how the vote(s) will be cast, they shall lose the right to cast their vote(s) on the matter being voted upon, but their vote(s) continue to be counted for purposes of determining the existence of a quorum.

5.1.8 Proxies. Every MEMBER entitled to vote at a meeting of the MEMBERS, or to express consent or dissent without a meeting, may authorize another person to act on the MEMBER'S behalf by a proxy signed by such MEMBER. Any proxy shall be delivered to the Secretary of the ASSOCIATION or the person acting as Secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at any time at the pleasure of the MEMBER executing it.

5.1.9 Calculation of Votes. Any question concerning the number of votes which may be cast by a MEMBER shall be decided by the BOARD.

## **ARTICLE 6**

### **PERSONS SERVING ON THE BOARD**

6.1.1 Persons serving on the BOARD. The affairs of the ASSOCIATION shall be managed by a BOARD consisting of not less than three (3) persons. The number of persons on the BOARD shall be determined in accordance with the Bylaws. The persons serving on the BOARD need not be MEMBERS of the ASSOCIATION.

6.1.2 Duties of the BOARD. All of the duties and powers of the ASSOCIATION existing under Chapter 617 of the Florida Statutes, the Declaration, these

Articles and the Bylaws shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBERS only when specifically required.

3.0.0 Vacancies. A person on the BOARD may be removed and vacancies on the BOARD shall be filled in the manner provided by the Bylaws. However, any person on the BOARD appointed by the DEVELOPER may only be removed by the DEVELOPER, and any vacancy on the BOARD of a person appointed by the DEVELOPER shall be filled by the DEVELOPER.

4.0.0 Names and Addresses of BOARD. The names and addresses of the persons on the BOARD who shall hold office until their successors are elected or appointed, or until removed, are as follows:

_____	_____
_____	_____
_____	_____
_____	_____

## **ARTICLE 7**

### **OFFICERS**

1.0 Officers. The Officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other officers as the BOARD may from time to time by resolution create. The Officers shall serve at the pleasure of the BOARD, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the BOARD are as follows:

President	-	<u>HELEN C. HUFFMAN, TRUSTEE</u>
Secretary	-	<u>HELEN C. HUFFMAN, TRUSTEE</u>
Vice President	-	<u>SHARON LEE HUFFMAN</u>
Treasurer	-	<u>SHARON LEE HUFFMAN</u>

## **ARTICLE 8**

### **INDEMNIFICATION**

1.0 Indemnification of Officers, Members of the BOARD or Agents. The ASSOCIATION shall indemnify any Person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the

BOARD, employee, Officer or agent of the ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the Person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

8.1.1 To the extent that a member of the BOARD, Officer, employee or agent of the ASSOCIATION is entitled to indemnification by the ASSOCIATION in accordance with this Article 8, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

8.1.2 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the members of the BOARD, Officer, employee or agent of the ASSOCIATION to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized in this Article.

8.1.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of MEMBERS or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a Person who has ceased to be a member of the BOARD, Officer, employee, or agent of the ASSOCIATION and shall inure to the benefit of the heirs, executors and administrators of such a Person.

8.1.4 The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any Person who is or was a member of the BOARD, Officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a member of the BOARD, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.



## **ARTICLE 9**

### **BYLAWS**

9.1 Initial Bylaws. The initial Bylaws shall be adopted by the BOARD, and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE 10**

### **AMENDMENTS**

10.1 Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:

10.1.1 Initiation. A resolution to amend these Articles may be proposed by a majority of the persons serving on the BOARD, or by MEMBERS holding not less than twenty percent (20%) of the votes of the entire membership of the ASSOCIATION.

10.1.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.1.3 Adoption of Amendments.

10.1.3.1 A resolution for the adoption of the proposed amendment shall be adopted by MEMBERS having not less than a majority of the votes of the entire membership of the ASSOCIATION.

10.1.3.2 Amendment of the Articles shall require the assent of (2/3) two-thirds of the votes of the MEMBERS.

10.1.3.3 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of Lake County, Florida, as an amendment to the Declaration.

## **ARTICLE 11**

### **TERM**

11.1 The ASSOCIATION shall have perpetual existence. If, for whatever reason, the ASSOCIATION is terminated, dissolved or liquidated, any conservation areas, streets, dedicated areas and any portions of the Community Common Area involved with the surface water management system shall be conveyed to another governing association or to an appropriate agency of the local government for control and maintenance purposes. If no agency of the local government will accept such conveyance and responsibility, such property must be conveyed to a not-for-profit corporation similar to the ASSOCIATION. Any transfer to another governing association or appropriate agency is subject to the prior written approval of the applicable water management district.

**ARTICLE 12**  
**INCORPORATOR**

1.0 The name and street address of the Incorporator is:


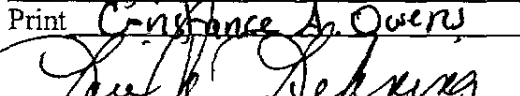
HELEN C. HUFFMAN, TRUSTEE  
5443 MING DRIVE  
ORLANDO, FLORIDA 32812

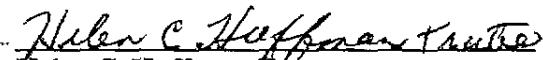
**ARTICLE 13**  
**INITIAL REGISTERED OFFICE ADDRESS**  
**AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the ASSOCIATION is 5443 Ming Drive, Orlando, Florida 32812. The initial Registered Agent of the ASSOCIATION at that address is Helen C. Huffman, Trustee.

IN WITNESS WHEREOF, the Incorporator and the initial Registered Agent have executed these Articles.

WITNESSES:

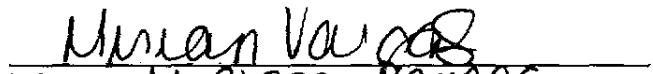
  
Print Constance A. Owens  
  
Print LORI A. LEHNING

  
Helen C. Huffman, Trustee  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8 day of June, 2005, by HELEN C. HUFFMAN, who is personally known or who produced \_\_\_\_\_ as identification.

My Commission Expires:

  
Print Miriam Vargas  
Notary Public



Miriam Vargas  
My Commission DD165503  
Expires December 13, 2006

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

PEARL'S LANDING HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 5443 MING DRIVE, ORLANDO, FLORIDA 32812, has named HELEN C. HUFFMAN, TRUSTEE located at the above registered office, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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

PEARL'S LANDING HOMEOWNERS  
ASSOCIATION, INC.

By: Helen C. Huffman Trustee  
Helen C. Huffman, President  
Registered Agent

Date: June 8th 2005