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FLORIDA NON-PROFIT CORPORATION

PENINSULA POINTE HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

Peninsula Pointe Homeowners Association, Inc.

ARTICLE I - NAME

The name of this corporation is Peninsula Pointe Homeowners Association, Inc. For convenience, the Corporation may be referred to in this instrument as the "Corporation" or "Association", these Articles of Incorporation as "Articles" and the bylaws of the Association as "Bylaws".

ARTICLE II - CORPORATION NOT FOR PROFIT

This Corporation is organized pursuant to the Corporation Not for Profit laws of the State of Florida, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - TERM

The Corporation shall have perpetual existence.

**ARTICLE IV - LOCATION OF REGISTERED OFFICE
IDENTIFICATION OF REGISTERED AGENT**

A. The address of this Corporation's initial registered office in the State of Florida is:

315 E. Robinson Street, Suite 600
Orlando, FL 32801

B. The name of this Corporation's initial Registered Agent at the above address of the registered office is Scott M. Price, Esquire.

ARTICLE V - PURPOSE

The following are the purposes of this Corporation:

A. Non-Profit Purpose. This Corporation is organized exclusively for purposes for which a corporation may be formed under the Not For Profit Corporation Laws of the State of Florida. No part of the assets, income, or profit of the corporation shall be distributable to or inure to the benefit of any member, director or officer of the Corporation.

B. General Purposes. The following are the general purposes of this Corporation:

- (1) To provide an entity pursuant to the Declaration of Covenants, Conditions and Restrictions for is Peninsula Pointe Homeowners Association, Inc., subdivision recorded in O. R. Book 5803, Page 529, Public Records of Seminole County, Florida.

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- (2) The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District Permit No. 42-117-84917-1 requirements applicable District Rules, and shall assist in the enforcement of the restrictions incumbents contained herein.
- (3) To exercise, promote and protect the common objective, interest, and general welfare of the record Owners of real property in is Peninsula Pointe Homeowners Association, Inc., subdivision recorded in Plat Book 67, Page 70, Public Records of Seminole County, Florida, as defined in is Peninsula Pointe Homeowners Association, Inc.

ARTICLE VI - POWERS

The corporation shall have the power, directly or indirectly, either alone or in conjunction and cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of its non-profit purposes under Florida law and the Internal Revenue Code of 1954 and the Regulations thereunder, as the same now exists or as may be hereafter amended. In addition, the Corporation shall have the following specific powers:

- A. To exercise all of the powers and duties of the Association provided under the Peninsula Pointe Homeowners Association, Inc., Restrictions and under the laws of the State of Florida pertaining to a Corporation Not for Profit, which are specifically incorporated herein by reference.
- B. To make and collect Annual Assessments for capital maintenance of landscaping, entranceway, privacy wall, easement area as pursuant to the Peninsula Pointe Homeowners Association, Inc. Restrictions.
- C. To make and collect Special Assessments for capital improvements, as provided pursuant to the Peninsula Pointe Homeowners Association, Inc.
- D. To make and collect any other assessments or charges as may be required to defray the costs, expenses, and losses of the Association.
- E. To use the proceeds of the Annual and Special Assessments and all other assessments and charges in the exercise of its powers and duties and in fulfilling the purposes of the Association.
- F. To enforce the collection of all assessments, including without limitation, general and special assessments, in the manner provided under the Peninsula Pointe Homeowners Association, Inc. Restrictions and all rules, regulations, Bylaws and Articles of the Association.
- G. To have succession by its corporate name.

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- H. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- I. To adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation Not For Profit."
- J. To elect or appoint such officers and agents as its affairs shall require.
- K. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and assure any of its obligations by mortgage and pledge of all or any of its property.
- L. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or any interest therein, wherever situate, as the corporation may require to accomplish its objectives and purposes, and not for pecuniary profit.
- M. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- N. To maintain, repair, replace and operate any property of or used in connection with the Association as defined in the Peninsula Pointe Homeowners Association, Inc. Restrictions or as otherwise determined by the Board of Directors of the Association.
- O. To reconstruct and repair improvements after casualty and to construct improvements of or on property of the Association or the Landscape Easements.
- P. The Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the surface water or stormwater management system.
- Q. To employ personnel to perform all repairs, maintenance, and other services required for the property of or used in connection with the Association and the Landscape Easements as defined in the Peninsula Pointe Homeowners Association, Inc. Restrictions.
- R. To make and amend reasonable rules and regulations respecting the use and appearance of all property and improvements of or located in The Peninsula Pointe Homeowners Association, Inc. subdivision, including without limitation, all property of or used in connection with the Association and/or the Landscape Easements as defined in The Peninsula Pointe Homeowners Association, Inc. Restrictions.

ARTICLE VII ASSIGNMENT

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 property for which that share is held.

ARTICLE VIII- INCORPORATOR AND CORPORATE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 1307 Hickory Drive, Longwood, FL 32779

The names and addresses of the Incorporator of these Articles of Incorporation is as follows:

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Louis Pesce, 1307 Hickory Drive, Longwood, FL 32779

ARTICLE IX - BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of at least three (3), but not more than seven (7) directors. Election shall be by plurality vote. The Directors shall be elected at the first annual meeting of the Association. The term of the Directors so elected shall be for two (2) years expiring at the second annual meeting of the Association following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members.

B. The names and address of the members of the first Board of Directors who shall hold office until the annual meeting of the Members to be held in the year 2005 and until their successors are elected and who have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>E. Everette Huskey</u>	<u>1000 Wekiva Springs Rd., Longwood, FL 32779</u>
<u>Louis Pesce</u>	<u>1307 Hickory Drive, Longwood, FL 32779</u>
<u>Jane Pesce</u>	<u>1307 Hickory Drive, Longwood, FL 32779</u>

ARTICLE X - OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary shall not be held by the same individual. Officers shall be elected by the Board of Directors of the Association for one (1) year terms in accordance with the terms and procedures set forth in the Bylaws. The name of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2005 and until their successors are duly elected and qualified are:

<u>E. Everette Huskey</u>	-	President
<u>E. Everette Huskey</u>	-	Vice-President
		Secretary/Treasurer

ARTICLE XI - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

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ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment effecting the Developer or its successors or assigns, as Developer of Crossroads Park of Commerce (as the same is defined in the Declaration) shall be effective without prior written consent of the Developer or its successors or assigns, as Developer.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. The Association hereby indemnifies any director or officer made a party of, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative (other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officers of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association when such act was not committed in good faith and in the reasonable belief that such action was in the best interest of the Association) against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful with the exception of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which is served at the request of the Association if such person is adjudged to have been guilty of gross negligence or misconduct in the performance of his duties to the Association or if it is determined that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful unless, and only to the extent that, the court, administrative agency or investigative body before which said action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

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2. By or in the right of the Association to procure a judgment in his favor by reason of his being, or having been, a director or officer of the Association, or by reason of his being, or having been, a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense and settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the Court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in the manner he reasonably believed to be the best interest of the Association, and whether with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by majority vote of a quorum consisting of Directors who are not parties to such action, pursuit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIV - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers have a financial interest shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participated in, the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes accounted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is, or may be, interested in any such contact or transaction. Notwithstanding the foregoing, any director or officer who has a financial interest in any corporation, partnership, association or other organization who is interested in doing business with the Association, shall notify the Board of Directors of his interest therein prior to the award of the contract or transaction in which the corporation, partnership, association or other organization in which such director(s) or officer(s) have a financial interest.

ARTICLE XV - DISSOLUTION

This Corporation may be dissolved and its affairs wound up by seventy-five percent (75%) of the Corporation's voting members or when the objectives for which the Corporation is organized have been fully accomplished, if ever. In the event of dissolution, the property of the

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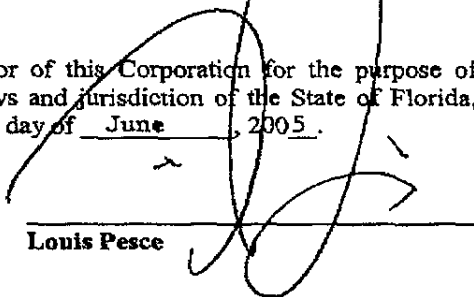
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Corporation shall be distributed to an organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. In the event of a termination, dissolution or final liquidation of the Association the responsibility of the operation and maintenance of the surface water or storm water management system must be transferred to an excepted by an entity which would comply with section 40c-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation

The undersigned, constituting the Incorporator of this Corporation for the purpose of forming this Corporation Not for Profit under the laws and jurisdiction of the State of Florida, have executed these Articles of Incorporation this 29 day of June, 2005.



Louis Pesce

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Peninsula Pointe Homeowners Association, Inc.
1307 Hickory Drive, Longwood, FL 32779

The name and address of the registered agent and office is:

Scott M. Price, Esquire
(Name)
315 E. Robinson Street, Suite 600
(P. O. Box not acceptable)
Orlando, FL 32801
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Scott Price
(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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TALLAHASSEE, FLORIDA

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